

1145369

number of company

form No. 41

no filing fee payable

THE COMPANIES ACTS 1948 TO 1967

Declaration of

**compliance with the requirements
of the Companies Act 1948
on application for
registration of a company**

pursuant to section 15 (2) of the Companies Act 1948

I Maria Pashali, 2
of Jordan House, 47, Brunswick Place, London, N1 6EEDO SOLEMNLY & SINCERELY DECLARE that I am :—
*a person NAMED IN THE ARTICLES of Association as a Secretaryof Ruppia LimitedAND 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 provi-
sions of the Statutory Declarations Act 1835DECLARED AT 310 Muswell Hill Broadway,
London, N.10.the 26th day of September 1973.

before me

A Commissioner for Oaths

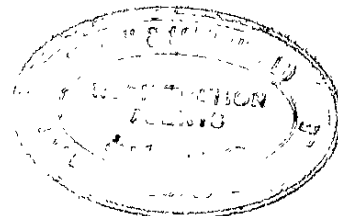
NOTE: By Section 15(2) of the Companies Act 1948 a Statutory Declaration by a Solicitor of the Supreme Court, and in Scotland by a Solicitor, engaged in the formation of the Company, OR by a person NAMED IN THE ARTICLES as a Director or Secretary of the Company, of compliance with all or any of the said requirements shall be produced to the Registrar, and the Registrar may accept such a Declaration as sufficient evidence of compliance

Jordan & Sons LimitedJordan House, 47 Brunswick Place,
London N1 6EE

Telephone: 01-253 3030 Telex: 261010

Presented by

Presenter's Reference



1145369

N/C 26487/7

£20

THE COMPANIES ACTS 1948 to 1967

COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION

OF

RUPPIA LIMITED

1. The name of the Company is "Ruppia 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 the business of a holding company in all its branches, and to acquire by purchase, lease, concession, grant, licence or otherwise such businesses, options, rights, privileges, lands, buildings, leases, underleases, stocks, shares, debentures, debenture stock, bonds, obligations, securities, reversionary interests, annuities, policies of assurance and other property and rights and interests in property as the Company shall deem fit and generally to hold, manage, develop, lease, sell or dispose of the same; and to vary any of the investments of the Company, to act as trustees of any deeds constituting or securing any debentures, debenture stock or other securities or obligations; to enter into, assist, or participate in financial, commercial, mercantile, industrial and other transactions, undertakings and businesses of every description, and to establish, carry on, develop and extend the same or sell, dispose of or otherwise turn the same to account, and to co-ordinate the policy and administration of any companies of which this Company is a member or which are in any manner controlled by, or connected with the Company, and to carry on all or any of the businesses of capitalists, trustees, financiers, financial agents, company promoters, bill discounters, insurance brokers and agents, mortgage brokers, rent and debt collectors, stock and share brokers and dealers and commission and general agents, merchants and traders; and to manufacture, buy, sell, maintain, repair and deal in plant, machinery, tools, articles and things of all kinds capable of being used for the purposes of the above-mentioned businesses or any of them, or likely to be required by customers of, or persons having dealings with the Company.

- 2 NOV 1973



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

(c) To purchase or by any other means acquire and take options over any freehold, leasehold or other real or personal property for any estate or interest whatever, and any rights or privileges of any kind over or in respect of any real or personal property.

(d) To apply for, register, purchase, or by other means acquire and protect, prolong and renew, whether in the United Kingdom or elsewhere, any patents, patent rights, brevets d'invention, licences, secret processes, trade marks, designs, protections and concessions and to disclaim, alter, modify, use and turn to account and to manufacture under or grant licences or privileges in respect of the same, and to expend money in experimenting upon, testing and improving any patents, inventions or rights which the Company may acquire or propose to acquire.

(e) To acquire and undertake the whole or any part of the business, goodwill, and assets of any person, firm, or company carrying on or proposing to carry on any of the businesses which this Company is authorised to carry on, and as part of the consideration for such acquisition to undertake all or any of the liabilities of such person, firm or company, or to acquire an interest in, amalgamate with, or enter into partnership or into any arrangement for sharing profits, or for co-operation, or for mutual assistance with any such person, firm or company, or for subsidising or otherwise assisting any such person, firm or company, and to give or accept, by way of consideration for any of the acts or things aforesaid or property acquired, any Shares, Debentures, Debenture Stock, or securities that may be agreed upon, and to hold and retain, or sell, mortgage, and deal with any shares, debentures, debenture stock, or securities so received.

(f) To improve, manage, construct, repair, develop, exchange, let on lease or otherwise, mortgage, charge, sell, dispose of, turn to account, or otherwise deal with all or any part of the property and rights of the Company, whether real or personal.

(g) To invest and deal with the moneys of the Company not immediately required in such manner as may from time to time be determined and to hold, sell or otherwise deal with any investments made.

(h) To lend and advance money or give credit on such terms as may seem expedient and with or without security to customers and others, to enter into guarantees, contracts of indemnity and suretyships of all kinds, to receive money on deposit or loan upon such terms as the Company may approve and to become security for any persons, firms, or companies.

(i) To borrow and raise money in such manner as the Company shall think fit and to secure the repayment of any money borrowed, raised, or owing, by mortgage, charge, lien or other security upon the whole or any part of the Company's property or assets (whether present or future), including its uncalled capital, and also by a similar mortgage, charge, lien or security to secure and guarantee the performance by the Company of any obligation or liability it may undertake or which may become binding on it.

(j) To draw, make, accept, endorse, discount, negotiate, execute and issue promissory notes, bills of exchange, bills of lading, warrants, debentures, and other negotiable or transferable instruments.

(k) To apply for, promote, and obtain any Act of Parliament, Provisional Order, or Licence of the Department of Trade and Industry or other authority 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's interests.

(l) To enter into any arrangements with any Governments or authorities (supreme, municipal, local, or otherwise) that may seem conducive to the attainment of the Company's objects or any of them, and to obtain from any such Government or authority any charters, decrees, rights, privileges or concessions which the Company may think desirable and to carry out, exercise, and comply with any such charters, decrees, rights, privileges, and concessions.

(m) To subscribe for, take, purchase, or otherwise acquire and hold shares or other interests in or securities of any other company having objects altogether or in part similar to those of the Company

or carrying on any business capable of being carried on so as directly or indirectly to benefit the Company or enhance the value of any of its property and to co-ordinate, finance and manage the businesses and operations of any company in which the Company holds any such interest.

(n) To act as agents or brokers and as trustees for any person, firm or company, and to undertake and perform sub-contracts, and also to act in any of the businesses of the Company through or by means of agents, brokers, sub-contractors, or others.

(o) To remunerate any person, firm or company rendering services to this Company either by cash payment or by the allotment to him or them of Shares or other securities of the Company credited as paid up in full or in part or otherwise as may be thought expedient.

(p) To pay all or any expenses incurred in connection with the promotion, formation and incorporation of the Company, or to contract with any person, firm or company to pay the same, and to pay commissions to brokers and others for underwriting, placing, selling, or guaranteeing the subscription of any Shares or other securities of the Company.

(q) To support and subscribe to any charitable or public object, and to support and subscribe to any institution, society, or club which may be for the benefit of the Company or its employees, or may be connected with any town or place where the Company carries on business; to give or award pensions, annuities, gratuities, and superannuation or other allowances or benefits or charitable aid to any persons who are or have been Directors of, or who are or have been employed by, or who are serving or have served the Company, or of any company which is a subsidiary of the Company or the holding company of the Company or of the predecessors in business of the Company or of any such subsidiary or holding company and to the wives, widows, children and other relatives and dependants of such persons; to make payments towards insurance; and to set up, establish, support and maintain superannuation and other funds or schemes (whether contributory or non-contributory) for the benefit of any of such persons and of their wives, widows, children and other relatives and dependants; and to set up, establish, support and maintain profit sharing or share purchase schemes for the benefit of any of the employees of the Company or of any such subsidiary or holding Company and to lend money to any such employees or to trustees on their behalf to enable any such share purchase schemes to be established or maintained.

(r) To promote any other company for the purpose of acquiring the whole or any part of the business or property and undertaking any of the liabilities of the Company, or of undertaking any business or operations which may appear likely to assist or benefit the Company or to enhance the value of any property or business of the Company, and to place or guarantee the placing of, underwrite, subscribe for, or otherwise acquire all or any part of the shares or securities of any such company as aforesaid.

(s) To sell or otherwise dispose of the whole or any part of the business or property of the Company, either together or in portions, for such consideration as the Company may think fit, and in particular for shares, debentures, or securities of any company purchasing the same.

(t) To distribute among the Members of the Company in kind any property of the Company of any kind.

(u) To procure the Company to be registered or recognized in any part of the world.

(v) To do all or any of the things or matters aforesaid in any part of the world and either as principals, agents, contractors or otherwise and by or through agents or otherwise and either alone or in conjunction with others.

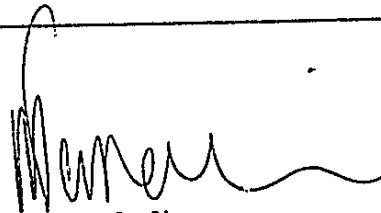

(w) To do all such other things as may be deemed incidental or conducive to the attainment of the above objects or any of them.

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 any other object or objects set forth in such sub-clause or 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 Share Capital of the Company is £100 divided into 100 Shares of £1 each.

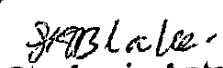
We, the several persons whose names, addresses, and descriptions are subscribed, are desirous of being formed into a Company in pursuance of this Memorandum of Association, and we respectively agree to take the number of Shares in the Capital of the Company set opposite our respective names.

Names, addresses and descriptions of Subscribers	Number of Shares taken by each Subscriber
 Maria Pashali, Jordan House, 47, Brunswick Place, London. N1 6EE. Commercial Manager	One
 Patricia Martin, Jordan House, 47, Brunswick Place, London. N1 6EE. Commercial Manager.	One

Dated

26/9/1973

Witness to the above signatures:-


Stephanie Antonia Blake,
Jordan House,
47, Brunswick Place,
London. N1 6EE.

THE COMPANIES ACTS 1948 to 1967

COMPANY LIMITED BY SHARES

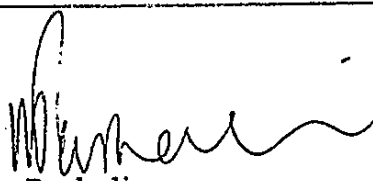
ARTICLES OF ASSOCIATION OF RUPPLA

LIMITED

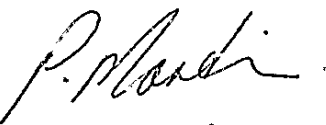
1. The regulations contained or incorporated in Part II of Table A in the First Schedule to The Companies Act, 1948, shall apply to the Company save that the proviso to Clause 79 in Part I of the said Table A shall not apply to the Company

2. The First Secretary of the Company shall be Miss Maria Pashali.

Names, addresses and descriptions of Subscribers


Maria Pashali,
Jordan House,
47, Brunswick Place,
London. N1 6EE.

Commercial Manager. /

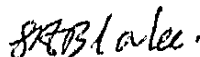

Patricia Martin,
Jordan House,
47, Brunswick Place,
London. N1 6EE.

Commercial Manager. /

Dated

26/9/1973 /

Witness to the above signatures:-


Stephanie Antonia Blake,
Jordan House,
47, Brunswick Place,
London. N1 6EE.



CERTIFICATE OF INCORPORATION

No. 2145769

I hereby certify that

RUPPIA LIMITED

is this day incorporated under the Companies Acts 1948 to 1967 and that the Company is Limited.

Given under my hand at London the

14th November 1973

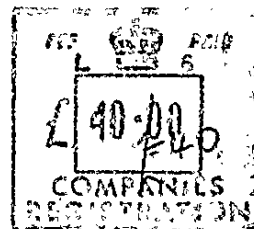
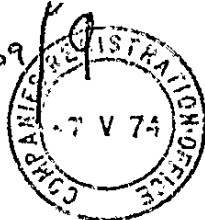
A handwritten signature in cursive script, appearing to read 'N Taylor'.

N. TAYLOR

Assistant Registrar of Companies

No. of the Company:

1145369



THE COMPANIES ACTS 1948 TO 1967

08 15

SPECIAL RESOLUTION

- of -

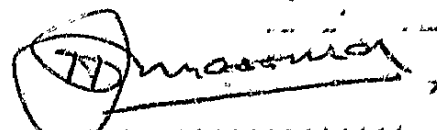
RUPPIA LIMITED

PASSED ON THE 6TH DAY OF MAY 1974

At an Extraordinary General Meeting of the Members of
the above named Company held at Adelaide House,
London Bridge, London EC4R 9HA on the 6th day of
May 1974 the following Resolution was duly passed as
a Special Resolution of the Company:

RESOLUTION

That the name of the Company be
change to "Devices Limited".


.....
Chairman

25



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

No. 1145369/10

I hereby certify that

RUPPIA LIMITED

having by special resolution and with the approval of the Secretary of State changed its name, is now incorporated under the name of

DEVICES LIMITED

Given under my hand at London the 10th May 1974

N Taylor
N. TAYLOR

Assistant Registrar of Companies



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The Companies Acts 1948 to 1967

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION

of

DEVICES LIMITED ✓

Passed 3rd June, 1974

AT an EXTRAORDINARY GENERAL MEETING of the above-named Company duly convened and held at Barrington House, 59-67 Gresham Street, London EC2V 7JA on the 3rd day of June 1974 the following Resolution was duly passed as a SPECIAL RESOLUTION:-

RESOLUTION

THAT:-

- (a) upon the recommendation of the Directors the sum of £123,306.50 being part of the amount now standing to the credit of the share premium account of the Company be capitalised and the Directors be authorised to appropriate the said sum of £123,306.50 as capital to and amongst the members of the Company holding Ordinary Shares of 10p each immediately prior to the passing of this Resolution and such sum be applied in paying up in full 1,233,065 of the unissued Unclassified Shares of 10p each in the capital of the Company (which will be denominated on issue as Ordinary Shares) and such 1,233,065 new Ordinary Shares of 10p each be allotted and distributed credited as fully paid up to and amongst



7 JUN 1974

the holders of Ordinary Shares held on such date as aforesaid
in the proportion of 1 new Ordinary Share of 10p for each

Ordinary Share of 10p in issue immediately prior to the passing of this
Resolution and the Directors shall give effect to this Resolution;

- (b) each of the 1,233,065 Ordinary Shares of 10p in issue be converted
into and redesignated as a 5 per cent. Cumulative Preference
Share of 10p having the rights and being subject to the restrictions
contained in the Articles of Association as altered by paragraph
(c) of this Resolution; and

- (c) the Articles of Association of the Company be altered by the deletion of
Article 3 and the substitution therefor of the following new Article :-

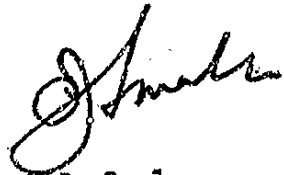
" (A) The share capital of the Company at the date of the adoption
of this Article is £250,000 divided into 1,233,065 5 per cent.
Cumulative Preference Shares of 10p each, 1,233,065 Ordinary
Shares of 10p each, and 33,870 Unclassified Shares of 10p each.
(B) The 5 per cent Cumulative Preference Shares shall have
attached thereto the following rights and restrictions:-

- (i) The right in priority to any payment of dividend on any other
class of shares to a fixed cumulative preferential dividend
at the rate of 5 per cent. per annum, to be paid if and so far
as in the opinion of the Directors the profits of the Company
justify such payments, half-yearly on the thirtieth day of June
and the thirty-first day of December in every year in respect
of the half-years ending on those dates. Subject thereto and
to any special rights which may be attached to any other class of
shares, the profits of the Company available for dividend and
resolved to be distributed shall be distributed by way of
dividend among the holders of the Ordinary Shares.

- (ii) On a return of assets on a winding-up the assets of the Company

available for distribution among the members shall be applied first in repaying to the holders of the 5 per cent. Cumulative Preference Shares the amounts paid up on such shares together with a sum equal to any arrears or deficiency of the fixed dividend thereon, to be calculated down to the date of the return of capital and to be payable irrespective of whether or not such dividend has been declared or earned. The balance of such assets, subject to any special rights which may be attached to any other class of shares, shall be applied in repaying to the holders of the Ordinary Shares the amounts paid up on such shares and subject thereto shall belong to and be distributed among such holders rateably according to the number of such shares held by them respectively.

(iii) No right to receive notice of, attend at or vote at any General Meeting of the Company.



A.J. Smale

Secretary.

RECEIVED
FIC

Number of } 1145369
Company } 12

THE COMPANIES ACTS 1948 to 1967

NOTICE of CONSOLIDATION, DIVISION, SUB-DIVISION, or CONVERSION into STOCK of SHARES, specifying the SHARES so Consolidated, Divided, Subdivided, or Converted into Stock, or of the Re-Conversion into Shares of Stock, specifying the Stock so re-converted, or of the Redemption of Redeemable Preference Shares or of the Cancellation of Shares (otherwise than in connection with a reduction of share capital under Section 66 of the Companies Act 1948).

Pursuant to Section 62 of the Companies Act 1948.

Insert the
Name of
the
Company

DEVICES

LIMITED

Presented by

Presentor's Reference DLW

LINKLATERS & PAINES,

Barrington House,

59-67, Gresham Street,

London EC2V 7JA.

Oyez Publishing Limited, Oyez House, 237 Long Lane, London SE1 4PU, a subsidiary of The Solicitors' Law Stationery Society, Limited.

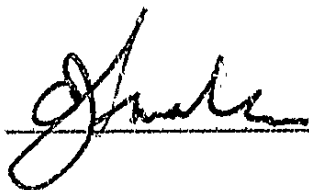
TO THE REGISTRAR OF COMPANIES.

DEVICES

LIMITED

hereby gives you notice in accordance with Section 62 of the Companies Act 1948 that pursuant to a Special Resolution passed at an Extraordinary General Meeting of the Company duly convened and held at Barrington House, 59-67, Gresham Street, London EC2V 7JA on 3rd June, 1974, the existing 100 Shares of £1 each in the capital of the Company were subdivided into 10 Shares of 10p each and were denominated as Ordinary Shares following such subdivision.

(Signature)



(State whether Director or Secretary) Secretary.

Dated the 3rd day of June 1974

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

COMPANY LIMITED BY SHARES

51 11

SPECIAL RESOLUTIONS

of

DEVICES LIMITED

Passed 3rd June, 1974.

AT an EXTRAORDINARY GENERAL MEETING of the above-named Company duly convened and held at Barrington House, 59-67, Gresham Street, London EC2V 7JA on the 3rd day of June, 1974 the following Resolutions were duly passed as SPECIAL RESOLUTIONS:-

RESOLUTIONS

1. THAT with a view to the acquisition by the Company of the respective undertakings and assets of Ruppia Instruments Limited and Ruppia Implants Limited, and the further acquisition of the whole of the issued share capital of P.J. Reynolds Limited, the capital of the Company be increased to £250,000 and reorganised so as to consist of 1,233,065 Ordinary Shares of 10p each and 1,266,935 Unclassified Shares of 10p each and that such increase and reorganisation be effected as follows:-

- (i) by sub-dividing and denominating each of the existing 100 Shares of £1 each (both issued and unissued) into 10 Ordinary Shares of 10p each; and
- (ii) by creating a further 2,499,000 Shares of 10p each of which 1,232,065 Shares will be denominated as Ordinary Shares of 10p each and the remainder as Unclassified Shares of 10p each.

2. THAT the Memorandum of Association of the Company be altered with respect to the objects of the Company by the adoption of Clause 3

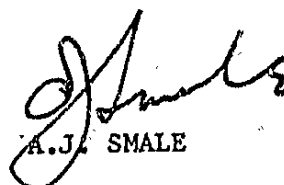
LINKLATER & FAIRNES
SOLICITORS
59-67 GRESHAM STREET
LONDON, EC2V 7JA

F11

as set out in the Memorandum of Association (as altered), a copy of which is produced to the Meeting and signed by the Chairman thereof for identification, in substitution for and to the exclusion of the existing Clause 3.

3. THAT the regulations set out in the printed document produced to the Meeting and signed by the Chairman thereof for identification be adopted as the Articles of Association of the Company in substitution for and to the exclusion of the existing Articles of Association.

4. THAT the acquisition by the Company of the respective undertakings and assets of Ruppia Instruments Limited and of Ruppia Implants Limited, and of the whole of the issued share capitals of P.J. Reynolds Limited, Isotope Pacemakers Limited, Nuclear Pacemakers Limited and Watfort Limited, all on the terms contained in the six Agreements, a copy of each of which was produced to the Meeting and for the purpose of identification signed by the Chairman of the Meeting, be and it is hereby approved and that the Directors of the Company be and they are hereby authorised and directed to procure the completion of such acquisitions.



A.J. SMALES

Secretary

No. of Company 1145369 / 15

THE COMPANIES ACTS 1948 to 1967**Notice of Increase in Nominal Capital**

51 11

To THE REGISTRAR OF COMPANIES

Insert name
of Company;
delete "Limited"
if not applicable

DEVICES

Limited, hereby gives you notice, pursuant to Section 63 of the Companies Act 1948,
that by a Special Resolution of the Company dated the
3rd day of June, 1974 the nominal capital of the
Company has been increased by the addition thereto of the sum of £ 249,900
beyond the registered capital of £ 100

†State whether
Ordinary or
Extraordinary
or Special
Resolution.

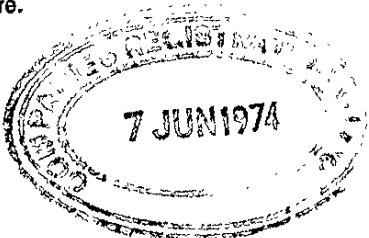
The additional capital is divided as follows:—

Number of Shares	Class of Share	Nominal amount of each share
1,232,045	Ordinary	10p
1,266,955	Unclassified	10p

The conditions (e.g., voting rights, dividend rights, winding-up rights, etc.)
subject to which the new shares have been, or are to be, issued are as follows:—

If any of the new
shares are
Preference Shares
state whether they
are redeemable or
not. If this space is
insufficient the
conditions should
be set out
separately by way
of annexure.

The Ordinary Shares will rank pari passu with the existing issued
Ordinary Shares of the Company.

Signature *J. Smith*

State whether Director or Secretary) Secretary

Dated the 3rd day of June 1974

Presented by

Presenter's Reference DLW

LINKLATERS & PAINES,

Barrington House, 59-67, Gresham Street,

London EC2V 7JA

(see notes overleaf)

No. 1145369

The Companies Acts 1948 to 1967

LANDS

BUILDINGS

RES

7/6/74

COMPANY LIMITED BY SHARES

ELECTRONIC

Memorandum

APPLIANCE OF

AND

EVERY DESCRIPTION

Articles of Association

OF

DEVICES

LIMITED



LINKLATERS & PAINES,

BARRINGTON HOUSE,

59-67 GRESHAM STREET,

LONDON, EC2V 7JA



The Companies Acts 1948 to 1967

C O M P A N Y L I M I T E D B Y S H A R E S

MEMORANDUM OF ASSOCIATION

of

DEVICES LIMITED

(As altered by Special Resolutions dated 3rd June 1974)

1. The name of the Company is "DEVICES 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 business developing manufacturing installing marketing distributing maintaining factoring and exporting mechanical electrical and electronic appliances and apparatus of every description including and in particular medical recording systems, cardiac pacemakers and other implantable products and colour sorting machines.
 - (2) To carry on business as consulting research and production engineers and specialists in small scale designs and as machine tool engineers, plastic moulders and mould makers, toolmakers, electrical mechanical and optical engineers, chemical and pharmaceutical engineers, photographic research engineers, brass founders and metal makers, refiners and workers, mechanical, motor and electrical engineers, civil engineers, construction engineers and contractors generally.
 - (3) To carry on or acquire any businesses similar to the businesses above mentioned or which may be conveniently or advantageously carried on or combined with them or may be calculated directly or indirectly to enhance the value of or render more profitable any of the Company's property.
 - (4) To purchase, acquire, rent, build, construct, equip, execute, carry out, improve, work, develop, administer, maintain, manage or control works and conveniences of all kinds, whether for the

purposes of the Company or for sale or hire to or in return for any consideration from any other company or persons, and to contribute to or assist in the carrying out or establishment, construction, maintenance, improvement, management, working, control or superintendence thereof respectively.

- (5) To subscribe for, underwrite, purchase or otherwise acquire, and to hold, dispose of, and deal with the shares, stock, securities and evidences of indebtedness or of the right to participate in profits or assets or other similar documents issued by any government, authority, corporation or body, or by any company or body of persons, and any options or rights in respect thereof, and to buy and sell foreign exchange.
- (6) To purchase or otherwise acquire for any estate or interest any property or assets or any concessions, licences, grants, patents, trade marks or other exclusive or non-exclusive rights of any kind which may appear to be necessary or convenient for any business of the Company, and to develop and turn to account and deal with the same in such manner as may be thought expedient, and to make experiments and tests and to carry on all kinds of research work.
- (7) To borrow and raise money and to secure or discharge any debt or obligation of or binding on the Company in such manner as may be thought fit and in particular by mortgages and charges upon the undertaking and all or any of the property and assets (present and future) and the uncalled capital of the Company, or by the creation and issue on such terms and conditions as may be thought expedient of debentures, debenture stock or other securities of any description.
- (8) To draw, make, accept, endorse, discount, negotiate, execute and issue, and to buy, sell and deal with bills of exchange, promissory notes, and other negotiable or transferable instruments.
- (9) To amalgamate or enter into partnership or any joint purse or profit-sharing arrangement with and to co-operate in any way with or assist or subsidise any company, firm, or person, and to purchase or otherwise acquire and undertake all or any part of the business, property and liabilities of any person, body or company

carrying on any business which this Company is authorised to carry on or possessed of any property suitable for the purposes of the Company.

- (10) To promote or concur in the promotion of any company, the promotion of which shall be considered desirable.
- (11) To lend money to and guarantee or provide security (whether by personal covenant or by mortgage or charge) for the performance of the contracts or obligations of any company, firm or person, and the payment and repayment of the capital and principal of, and dividends, interest or premiums payable on, any stock, shares and securities of any company, whether having objects similar to those of this Company or not, and to give all kinds of indemnities.
- (12) To sell, lease, grant licences, easements and other rights over, and in any other manner deal with or dispose of, the undertaking, property, assets, rights and effects of the Company or any part thereof for such consideration as may be thought fit, and in particular for stocks, shares or securities of any other company whether fully or partly paid up.
- (13) To procure the registration or incorporation of the Company in or under the laws of any place outside England.
- (14) To subscribe or guarantee money for any national, charitable, benevolent, public, general or useful object or for any exhibition or for any purpose which may be considered likely directly or indirectly to further the objects of the Company or the interests of its members.
- (15) To grant pensions or gratuities to any employees or ex-employees and to officers and ex-officers (including Directors and ex-Directors) of the Company or its predecessors in business, or the relations, connections or dependants of any such persons, and to establish or support associations, institutions, clubs, funds and trusts which may be considered calculated to benefit any such persons or otherwise advance the interests of the Company or of its members, and to establish and contribute to any scheme for the purchase by trustees of shares in the Company to be held for the benefit of the Company's employees, and to lend money to the Company's employees to enable them to purchase shares of the Company and

to formulate and carry into effect any scheme for sharing the profits of the Company with its employees or any of them.

- (16) To do all or any of the things and matters aforesaid in any part of the world, and either as principals, agents, contractors, trustees or otherwise, and by or through trustees, agents or otherwise, and either alone or in conjunction with others.
- (17) To do all such other things as may be considered to be incidental or conducive to the above objects or any of them.

And it is hereby declared that the objects of the Company as specified in each of the foregoing paragraphs of this Clause (except only if and so far as otherwise expressly provided in any paragraph) shall be separate and distinct objects of the Company and shall not be in anywise limited by reference to any other paragraph or the order in which the same occur or the name of the Company.

4. The liability of the members is limited.

* 5. The share capital of the Company is £100 divided into 100 shares of £1 each.

* The share capital of the Company was by Special Resolution on 3rd June 1974 increased to £250,000 and reorganised so as to consist of 1,233,065 Ordinary Shares of 10p each and 1,266,935 Unclassified Shares of 10p each.

* The share capital of the Company was further reorganised by Special Resolution on 3rd June 1974 so as to consist of 1,233,065 5 per cent Cumulative Preference Shares of 10p each and 1,233,065 Ordinary Shares of 10p each and 33,870 Unclassified Shares of 10p each.

WE, the several persons whose names and addresses 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
Maria Pashah Jordan House, 47 Brunswick Place, London N1 6EE. Commercial Manager	One
Patricia Martin Jordan House, 47 Brunswick Place, London N1 6EE. Commercial Manager	One
Total Shares taken:	Two

DATED the 26th day of September 1973.

WITNESS to the above Signatures :-

Stephanie Antonia Blake
Jordan House,
47 Brunswick Place,
London N1 6EE.

51 100
PRIVATE

The Companies Acts 1948 to 1967

C O M P A N Y L I M I T E D B Y S H A R E S

N E W
ARTICLES OF ASSOCIATION
OF
DEVICES LIMITED

(Adopted and altered by Special Resolutions dated 3rd June 1974)

PRELIMINARY

1. The regulations contained in Part I of Table A in the First Schedule to the Companies Act 1948 (as amended by the Companies Act 1967) shall, except as hereinafter provided and so far as not inconsistent with the provisions of these Articles, apply to the Company. References herein to regulations are to regulations in Part I of the said Table A unless otherwise stated.

PRIVATE COMPANY

2. The Company is a private company and accordingly the restrictions contained in regulation 2 of Part II of Table A shall apply.

SHARE CAPITAL

3. (A) The share capital of the Company at the date of the adoption of this Article is £250,000 divided into 1,233,065 5 per cent. Cumulative Preference Shares of 10p each, 1,233,065 Ordinary Shares of 10p each and 33,870 Unclassified Shares of 10p each.

(B) The 5 per cent Cumulative Preference Shares shall have attached thereto the following rights and restrictions:-

(i) The right in priority to any payment of dividend on any other class of shares to a fixed cumulative preferential dividend at the rate of 5 per cent. per annum, to be paid if and so far as in the opinion of the Directors the profits of the Company justify such payments, half-yearly on the thirtieth day of June and the thirty-first day of December in every year in respect of the half-years ending on those dates. Subject thereto and to any special rights which may be attached to any other class of shares, the profits of the Company available for dividend and resolved to be distributed shall be distributed by way of dividend among the holders of the Ordinary Shares.

(ii) On a return of assets on a winding-up the assets of the Company available for distribution among the members shall be applied first in repaying to the holders of the 5 per cent. Cumulative Preference Shares the amounts paid up on such shares together with a sum equal to any arrears or deficiency of the fixed dividend thereon, to be calculated down to the date of the return of capital and to be payable irrespective of whether or not such dividend has been declared or earned. The balance of such assets, subject to any special rights which may be attached to any other class of shares, shall be applied in repaying to the holders of the Ordinary Shares the amounts paid up on such shares and subject thereto shall belong to and be distributed among such holders rateably according to the number of such shares held by them respectively.

(iii) No right to receive notice of, attend at or vote at any General Meeting of the Company.

4. All unissued shares shall be at the disposal of the Directors and they may allot, grant options over or otherwise dispose of them to such persons, at such times, and on such terms as they think proper.

TRANSFER OF SHARES

5. An instrument of transfer of fully paid shares need not be signed by or on behalf of the transferee. Regulation 22 shall be modified accordingly.

6. Subject to the provisions of regulation 24 any share may at any time be transferred to a person who is already a member of the Company. Save as aforesaid the Directors shall have an absolute right without assigning any reason therefor to refuse to register any transfer of a share (whether fully paid or not).

7. The Company shall not charge transfer or registration fees. References to fees in regulations 25 and 28 shall be disregarded.

PROCEEDINGS AT GENERAL MEETINGS

8. Two members present in person or by proxy shall be a quorum at any General Meeting. Regulation 53 shall be modified accordingly.

9. A poll may be demanded at any General Meeting by the Chairman, or by any member present in person or by proxy and entitled to vote. Regulation 58 shall be modified accordingly.

10. An instrument appointing a proxy may be in any usual or common form or in any other form which the Directors may approve. Regulations 70 and 71 shall not apply.

11. A resolution in writing signed by the holders of not less than 90 per cent. in aggregate of the issued Ordinary Shares shall be as effective as if the same had been duly passed at a General Meeting and may consist of several documents in the like form, each signed by one or more persons, but a resolution so signed shall not be effective to do anything required by the Act to be done in General Meeting or by Special or Extraordinary Resolution. In the case of a corporation the resolution may be signed on its behalf by a Director or the Secretary thereof or by its duly appointed attorney or duly authorised representative.

DIRECTORS

12. Subject as hereinafter provided the Directors shall not be less than two in number. The Company may by Ordinary Resolution from time to time vary the minimum number and/or maximum number of Directors. Regulation 75 shall not apply.

13. A Director shall not be required to hold any shares of the Company by way of qualification. Regulation 77 shall not apply. A Director who is not a member of the Company shall nevertheless be entitled to attend and speak at General Meetings.

14. The ordinary remuneration of the Directors shall from time to time be determined by an Ordinary Resolution of the Company and shall (unless such resolution otherwise provides) be divisible among the Directors as they may agree, or, failing agreement, equally, except that any Director who shall hold office for part only of the period in respect of which such remuneration is payable shall be entitled only to rank in such division for a proportion of remuneration related to the period during which he has held office. The Directors may repay to any Director all such reasonable expenses as he may incur in attending and returning from meetings of the Directors or of any committee of the Directors or General Meetings or otherwise in or about the business of the Company. Regulation 76 shall not apply.

15. In regulation 79 the proviso restricting the borrowing and charging powers exercisable by the Directors shall not apply.

16. A Director may be interested, directly or indirectly, in any contract or arrangement with the Company or with any other company in which the Company may be interested and he may hold and be remunerated in respect of any office or place of profit (other than the office of Auditor of the Company or any subsidiary thereof) under the Company or any such other company and he or any firm of which he is a member may act in a professional capacity for the Company or any such other company and be remunerated therefor. In relation to any such matter a Director notwithstanding his interest may vote and be taken into account for the purposes of a quorum and

(save as otherwise agreed) he may retain for his own absolute use and benefit all profits and advantages accruing to him. Regulation 84 shall be extended accordingly.

17. The Directors may dispense with the keeping of attendance books for meetings of the Directors or committees of the Directors. Regulation 86 shall be modified accordingly.

18. The office of a Director shall be vacated in any of the events specified in regulation 88 save that a Director shall vacate office under paragraph (F) of such regulation only if in the circumstance therein mentioned the Directors by resolution so determine. The office of a Director shall also be vacated if he shall in writing offer to resign and the Directors shall resolve to accept such offer or if he shall have served upon him a notice in writing signed by all his co-Directors (being at least two in number) removing him from office as Director, but so that in the case of a Managing Director such removal shall be deemed an act of the Company and shall have effect without prejudice to any claim for damages for breach of any contract of service between him and the Company.

19. The Directors shall not be subject to retirement by rotation. Regulations 89 to 94 and the second sentences of regulations 95 and 97 shall not apply.

20. A resolution in writing signed by all the Directors shall be as effective as a resolution duly passed at a meeting of the Directors and may consist of several documents in the like form, each signed by one or more of the Directors. Regulation 106 shall not apply.

21. Regulations 107 to 109 shall extend to include the posts of Deputy and Assistant Managing Director and in these Articles references to a Managing Director shall include a Deputy or Assistant Managing Director.

ALTERNATE DIRECTORS

22. (A) Any Director may at any time by writing under his hand and deposited at the registered office, or delivered at a meeting of the Directors, appoint any person to be his alternate Director and may in like manner at any time terminate such appointment. Such appointment, unless previously approved by the Directors, shall have effect only upon and subject to being so approved.

(B) The appointment of an alternate Director shall determine on the happening of any event which if he were a Director would cause him to vacate such office or if his appointor ceases to be a Director (retirement at any General Meeting at which the Director is re-elected being for such purpose disregarded).

(C) An alternate Director shall (except when absent from the United Kingdom) be entitled to receive

notices of meetings of the Directors and shall be entitled to attend and vote as a Director at any such meeting at which his appointor is not personally present and generally at such meeting to perform all functions of his appointor as a Director and for the purposes of the proceedings at such meeting the provisions of these Articles shall apply as if he were a Director. If his appointor is for the time being absent from the United Kingdom or temporarily unable to act through ill-health or disability his signature to any resolution in writing of the Directors shall be as effective as the signature of his appointor. An alternate Director shall not (save as aforesaid) have power to act as a Director nor shall he be deemed to be a Director for the purposes of these Articles.

(D) An alternate Director shall be entitled to contract and be interested in and benefit from contracts or arrangements and to be repaid expenses and to be indemnified to the same extent mutatis mutandis as if he were a Director, but he shall not be entitled to receive from the Company in respect of his appointment as alternate Director any remuneration except only such part (if any) of the remuneration otherwise payable to his appointor as such appointor may by notice in writing to the Company from time to time direct.

INDEMNITY

23. Subject to the provisions of and so far as may be permitted by the Companies Acts 1948 to 1967, every Director, Auditor, Secretary or other officer of the Company shall be entitled to be indemnified by the Company against all costs, charges, losses, expenses and liabilities incurred by him in the execution and discharge of his duties or in relation thereto. Regulation 136 shall be extended accordingly.

OVERRIDING PROVISIONS

24. Whenever Johnson & Johnson (hereinafter called "the Parent Company"), or any subsidiary of the Parent Company, shall be the holder of not less than 90 per cent. of the issued Ordinary Shares the following provisions shall apply and to the extent of any inconsistency shall have overriding effect as against all other provisions of these Articles :-

(A) the Parent Company may at any time and from time to time appoint any person to be a Director or remove from office any Director howsoever appointed but so that in the case of a Managing Director his removal from office shall be deemed an act of the Company and shall have effect without prejudice to any claim for damages for breach of any contract of service between him and the Company;

(B) no unissued shares shall be issued or agreed to be issued or put under option without the consent of the Parent Company;

(C) any or all powers of the Directors shall be restricted in such respects and to such extent as the Parent Company may by notice to the Company from time to time prescribe.

Any such appointment, removal, consent or notice shall be in writing served on the Company and signed on behalf of the Parent Company by any two of its Directors or by any one of its Directors and its Secretary or some other person duly authorised for the purpose. No person dealing with the Company shall be concerned to see or enquire as to whether the powers of the Directors have been in any way restricted hereunder or as to whether any requisite consent of the Parent Company has been obtained and no obligation incurred or security given or transaction effected by the Company to or with any third party shall be invalid or ineffectual unless the third party had at the time express notice that the incurring of such obligation or the giving of such security or the effecting of such transaction was in excess of the powers of the Directors.

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

Maria Pashah
Jordan House,
47 Brunswick Place,
London N1 6EE.

Commercial Manager

Patricia Martin
Jordan House,
47 Brunswick Place,
London N1 6EE.

Commercial Manager

DATED the 26th day of September 1973.

WITNESS to the above Signatures :-

Stephanie Antonia Blake
Jordan House,
47 Brunswick Place,
London N1 6EE.

45369/46

ACCEPT UNSTAMPED £ 40
PA Cole
SIGNED
DATE 22/1/78
DEVICES LIMITED

STAMPED £ 40
PA Cole
SIGNED
DATE 22/1/78
DEVICES LIMITED

Minutes of an Extraordinary General Meeting of the members of the above named Company held at 260 Bath Road Slough at 12.30 p.m. on Friday 22nd December 1978.

Present: H.C.A. Armstrong
C.G. Horridge

1. It was confirmed that the necessary proxies had been lodged with the Secretary.
2. It was resolved with the consent of the Board of Trade that the name of the Company be changed to P. J. Reynolds Investments Limited, and that this resolution be passed as a special resolution.

C.G. Horridge

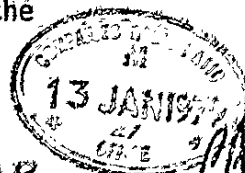
Chairman

1145369

I hereby certify that this is a true copy of the Minutes of the above meeting.

C.G. Horridge

Director and Secretary 22/12/78



22/1



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

No.

1145369

147

I hereby certify that

DEVICES LIMITED

having by special resolution and with the approval of the Secretary of State changed its name, is now incorporated under the name of

P. J. REYNOLDS INVESTMENTS LIMITED

Given under my hand at Cardiff the

26TH JANUARY 1979

A handwritten signature in dark ink, appearing to read 'F. A. Wilson'.

F. A. WILSON

Assistant Registrar of Companies

Number of
Company

}

1145369

J&
The Companies Act 1948 to 1981

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION

(Pursuant to s. 141 (2) of the Companies Act 1948)

OF

P. J. REYNOLDS INVESTMENTS LIMITED

Passed 23rd December 1982

At an EXTRAORDINARY GENERAL MEETING of the above-named Company, duly convened, and held at

Brunel Way, Slough, SL1 1XR, Berkshire

on the 23rd day of December 1982 the subjoined SPECIAL RESOLUTION was duly passed, viz :-

RESOLUTION

"That the Articles of Association of the Company be altered by the deletion of Article 24 (overriding provisions) therefrom".

Signed

L. J. Bridge

Director and Secretary



No.

The Companies Acts 1948 to 1967

COMPANY LIMITED BY SHARES

Memorandum

AND

Articles of Association

OF

P. J. REYNOLDS INVESTMENTS LIMITED

"This is a true copy of the Memorandum and Articles of Association of the Company as altered by Special Resolution passed on the 23rd day of December, 1982".

C. G. Horridge
C. G. Horridge
Director and Secretary

LINKLATERS & PAINES,
BARRINGTON HOUSE,
59-67 GRESHAM STREET,
LONDON, EC2V 7JA



C O M P A N Y L I M I T E D B Y S H A R E S

MEMORANDUM OF ASSOCIATION

of

P. J. REYNOLDS INVESTMENTS LIMITED

1. The name of the Company is P. J. REYNOLDS INVESTMENTS 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 business developing manufacturing installing marketing distributing maintaining factoring and exporting mechanical electrical and electronic appliances and apparatus of every description including and in particular medical recording systems, cardiac pacemakers and other implantable products and colour sorting machines.
 - (2) To carry on business as consulting research and production engineers and specialists in small scale designs and as machine tool engineers, plastic moulders and mould makers, toolmakers, electrical mechanical and optical engineers, chemical and pharmaceutical engineers, photographic research engineers, brass founders and metal makers, refiners and workers, mechanical, motor and electrical engineers, civil engineers, construction engineers and contractors generally.
 - (3) To carry on or acquire any businesses similar to the businesses above mentioned or which may be conveniently or advantageously carried on or combined with them or may be calculated directly

or indirectly to enhance the value of or render more profitable any of the Company's property.

- (4) To purchase, acquire, rent, build, construct, equip, execute, carry out, improve, work, develop, administer, maintain, manage or control works and conveniences of all kinds, whether for the purposes of the Company or for sale or hire to or in return for any consideration from any other company or persons, and to contribute to or assist in the carrying out or establishment, construction, maintenance, improvement, management, working, control or superintendence thereof respectively.
- (5) To subscribe for, underwrite, purchase or otherwise acquire, and to hold, dispose of, and deal with the shares, stock, securities and evidences of indebtedness or of the right to participate in profits or assets or other similar documents issued by any government, authority, corporation or body, or by any company or body of persons, and any options or rights in respect thereof, and to buy and sell foreign exchange.
- (6) To purchase or otherwise acquire for any estate or interest any property or assets or any concessions, licences, grants, patents, trade marks or other exclusive or non-exclusive rights of any kind which may appear to be necessary or convenient for any business of the Company, and to develop and turn to account and deal with the same in such manner as may be thought expedient, and to make experiments and tests and to carry on all kinds of research work.
- (7) To borrow and raise money and to secure or discharge any debt or obligation of or binding on the Company in such manner as may be thought fit and in particular by mortgages and charges upon the undertaking and all or any of the property and assets (present and future) and the uncalled capital of the Company, or by the creation and issue on such terms and conditions as may be thought expedient of debentures, debenture stock or other securities of any description.
- (8) To draw, make, accept, endorse, discount,

negotiate, execute and issue, and to buy, sell and deal with bills of exchange, promissory notes, and other negotiable or transferable instruments.

- (9) To amalgamate or enter into partnership or any joint purse or profit-sharing arrangement with and to co-operate in any way with or assist or subsidize any company, firm, or person, and to purchase or otherwise acquire and undertake all or any part of the business, property and liabilities of any person, body or company carrying on any business which this Company is authorised to carry on or possessed of any property suitable for the purposes of the Company.
- (10) To promote or concur in the promotion of any company, the promotion of which shall be considered desirable.
- (11) To lend money to and guarantee or provide security (whether by personal covenant or by mortgage or charge) for the performance of the contracts or obligations of any company, firm or person, and the payment and repayment of the capital and principal of, and dividends, interest or premiums payable on, any stock, shares and securities of any company, whether having objects similar to those of this Company or not, and to give all kinds of indemnities.
- (12) To sell, lease, grant licences, easements and other rights over, and in any other manner deal with or dispose of, the undertaking, property, assets, rights and effects of the Company or any part thereof for such consideration as may be thought fit, and in particular for stocks, shares or securities of any other company whether fully or partly paid up.
- (13) To procure the registration or incorporation of the Company in or under the laws of any place outside England.
- (14) To subscribe or guarantee money for any national, charitable, benevolent, public, general or useful object or for any exhibition or for any purpose which may be considered likely directly or indirectly to further the objects of the Company or the interests of its members.
- (15) To grant pensions or gratuities to any

employees or ex-employees and to officers and ex-officers (including Directors and ex-Directors) of the Company or its predecessors in business, or the relations, connections or dependants of any such persons, and to establish or support associations, institutions, clubs, funds and trusts which may be considered calculated to benefit any such persons or otherwise advance the interests of the Company or of its members, and to establish and contribute to any scheme for the purchase by trustees of shares in the Company to be held for the benefit of the Company's employees, and to lend money to the Company's employees to enable them to purchase shares of the Company and to formulate and carry into effect any scheme for sharing the profits of the Company with its employees or any of them.

(16) To do all or any of the things and matters aforesaid in any part of the world, and either as principals, agents, contractors, trustees or otherwise, and by or through trustees, agents or otherwise, and either alone or in conjunction with others.

(17) To do all such other things as may be considered to be incidental or conducive to the above objects or any of them.

And it is hereby declared that the objects of the Company as specified in each of the foregoing paragraphs of this Clause (except only if and so far as otherwise expressly provided in any paragraph) shall be separate and distinct objects of the Company and shall not be in anywise limited by reference to any other paragraph or the order in which the same occur or the name of the Company.

4. The liability of the members is limited.

5. The share capital of the Company is £250,000 divided into 2,500,000 unclassified shares of 10p each.

WE, the several persons whose names and addresses 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
Maria Pashah Jordan House, 47 Brunswick Place, London N1 6EE. Commercial Manager	One
Patricia Martin Jordan House, 47 Brunswick Place, London N1 6EE. Commercial Manager	One
Total Shares taken :	Two

DATED the 26th day of September 1973.

WITNESS to the above Signatures :-

Stephanie Antonia Blake
Jordan House,
47, Brunswick Place,
London N1 6EE.

C O M P A N Y L I M I T E D B Y S H A R E S

N E W
ARTICLES. OF ASSOCIATION
OF

P. J. REYNOLDS INVESTMENTS LIMITED

PRELIMINARY

1. The regulations contained in Part I of Table A in the First Schedule to the Companies Act 1948 (as amended by the Companies Act 1967) shall, except as hereinafter provided and so far as not inconsistent with the provisions of these Articles, apply to the Company. References herein to regulations are to regulations in Part I of the said Table A unless otherwise stated.

PRIVATE COMPANY

2. The Company is a private company and accordingly the restrictions contained in regulation 2 of Part II of Table A shall apply.

SHARE CAPITAL

3. The share capital of the Company is £250,000 divided into 2,500,000 Unclassified Shares of 10p each.

4. All unissued shares shall be at the disposal of the Directors and they may allot, grant options over or otherwise dispose of them to such persons, at such times, and on such terms as they think proper.

TRANSFER OF SHARES

5. An instrument of transfer of fully paid shares need not be signed by or on behalf of the transferee. Regulation 22 shall be modified accordingly.

6. Subject to the provisions of regulation 24 any share may at any time be transferred to a person who is already a member of the Company. Save as aforesaid the Directors shall have an absolute right without assigning any reason therefor to refuse to register any transfer of a share (whether fully paid or not).

7. The Company shall not charge transfer or registration fees. References to fees in regulations 25 and 28 shall be disregarded.

PROCEEDINGS AT GENERAL MEETINGS

8. Two members present in person or by proxy shall be a quorum at any General Meeting. Regulation 53 shall be modified accordingly.

9. A poll may be demanded at any General Meeting by the Chairman, or by any member present in person or by proxy and entitled to vote. Regulation 58 shall be modified accordingly.

10. An instrument appointing a proxy may be in any usual or common form or in any other form which the Directors may approve. Regulations 70 and 71 shall not apply.

11. A resolution in writing signed by the holders of not less than 90 per cent. in aggregate of the issued Ordinary Shares shall be as effective as if the same had been duly passed at a General Meeting and may consist of several documents in the like form, each signed by one or more persons, but a resolution so signed shall not be effective to do anything required by the Act to be done in General Meeting or by Special or Extraordinary Resolution. In the case of a corporation the resolution may be signed on its behalf by a Director or the Secretary thereof or by its duly appointed attorney or duly authorised representative.

DIRECTORS

12. Subject as hereinafter provided the Directors shall not be less than two in number. The Company may by Ordinary Resolution from time to time vary the minimum number and/or maximum number of Directors. Regulation 75 shall not apply.

13. A Director shall not be required to hold any shares of the Company by way of qualification. Regulation 77 shall not apply. A Director who is not a member of the Company shall nevertheless be entitled to attend and speak at General Meetings.

14. The ordinary remuneration of the Directors shall from time to time be determined by an Ordinary Resolution of the Company and shall (unless such resolution otherwise provides) be divisible among the Directors as they may agree, or, failing agreement, equally, except that any Director who shall hold office for part only of the period in respect of which such remuneration is payable shall be entitled only to rank

in such division for a proportion of remuneration related to the period during which he has held office. The Directors may repay to any Director all such reasonable expenses as he may incur in attending and returning from meetings of the Directors or of any committee of the Directors or General Meetings or otherwise in or about the business of the Company. Regulation 76 shall not apply.

15. In regulation 79 the proviso restricting the borrowing and charging powers exercisable by the Directors shall not apply.

16. A Director may be interested, directly or indirectly, in any contract or arrangement with the Company or with any other company in which the Company may be interested and he may hold and be remunerated in respect of any office or place of profit (other than the office of Auditor of the Company or any subsidiary thereof) under the Company or any such other company and he or any firm of which he is a member may act in a professional capacity for the Company or any such other company and be remunerated therefor. In relation to any such matter a Director notwithstanding his interest may vote and be taken into account for the purposes of a quorum and (save as otherwise agreed) he may retain for his own absolute use and benefit all profits and advantages accruing to him. Regulation 84 shall be extended accordingly.

17. The Directors may dispense with the keeping of attendance books for meetings of the Directors or committees of the Directors. Regulation 86 shall be modified accordingly.

18. The office of a Director shall be vacated in any of the events specified in regulation 88 save that a Director shall vacate office under paragraph (F) of such regulation only if in the circumstance therein mentioned the Directors by resolution so determine. The office of a Director shall also be vacated if he shall in writing offer to resign and the Directors shall resolve to accept such offer or if he shall have served upon him a notice in writing signed by all his co-Directors (being at least two in number) removing him from office as Director, but so that in the case of a Managing Director such removal shall be deemed an act of the Company and shall have effect without prejudice to any claim for damages for breach of any contract of service between him and the Company.

19. The Directors shall not be subject to retirement by rotation. Regulations 89 to 94 and the second sentences of regulations 95 and 97 shall not apply.

20. A resolution in writing signed by all the Directors shall be as effective as a resolution duly passed at a meeting of the Directors and may consist of several documents in the like form, each signed by one or more of the Directors. Regulation 106 shall not apply.

21. Regulations 107 to 109 shall extend to include the posts of Deputy and Assistant Managing Director and in these Articles references to a Managing Director shall include a Deputy or Assistant Managing Director.

ALTERNATE DIRECTORS

22. (A) Any Director may at any time by writing under his hand and deposited at the registered office, or delivered at a meeting of the Directors, appoint any person to be his alternate Director and may in like manner at any time terminate such appointment. Such appointment, unless previously approved by the Directors, shall have effect only upon and subject to being so approved.

(B) The appointment of an alternate Director shall determine on the happening of any event which if he were a Director would cause him to vacate such office or if his appointor ceases to be a Director (retirement at any General Meeting at which the Director is re-elected being for such purpose disregarded).

(C) An alternate Director shall (except when absent from the United Kingdom) be entitled to receive notices of meetings of the Directors and shall be entitled to attend and vote as a Director at any such meeting at which his appointor is not personally present and generally at such meeting to perform all functions of his appointor as a Director and for the purposes of the proceedings at such meeting the provisions of these Articles shall apply as if he were a Director. If his appointor is for the time being absent from the United Kingdom or temporarily unable to act through ill-health or disability his signature to any resolution in writing of the Directors shall be as effective as the signature of his appointor. An alternate Director shall not (save as aforesaid) have power to act as a Director nor shall he be deemed to be a Director for the purposes of these Articles.

(D) An alternate Director shall be entitled to contract and be interested in and benefit from contracts or arrangements and to

be repaid expenses and to be indemnified to the same extent mutatis mutandis as if he were a Director, but he shall not be entitled to receive from the Company in respect of his appointment as alternate Director any remuneration except only such part (if any) of the remuneration otherwise payable to his appointor as such appointor may by notice in writing to the Company from time to time direct.

INDEMNITY

23. Subject to the provisions of and so far as may be permitted by the Companies Acts 1948 to 1967, every Director, Auditor, Secretary or other officer of the Company shall be entitled to be indemnified by the Company against all costs, charges, losses, expenses and liabilities incurred by him in the execution and discharge of his duties or in relation thereto. Regulation 136 shall be extended accordingly.

24.

"deleted by a Special Resolution of the
Company dated 23rd December 1982"

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

Maria Pashah
Jordan House,
47 Brunswick Place,
London N1 6EE.

Commercial Manager

Patricia Martin
Jordan House,
47 Brunswick Place,
London N1 6EE.

Commercial Manager

DATED the 26th day of September 1973.

WITNESS to the above Signatures :-

Stephanie Antonia Blake
Jordan House,
47 Brunswick Place,
London N1 6EE.

The Companies Acts 1948 to 1967

No.

COMPANY LIMITED BY SHARES

Memorandum

AND

Articles of Association

OF

P. J. REYNOLDS INVESTMENTS LIMITED

LINKLATERS & PAINES,
Solicitors

No. 1145369

060793
CCR



THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION

OF


P.J. REYNOLDS INVESTMENTS LIMITED

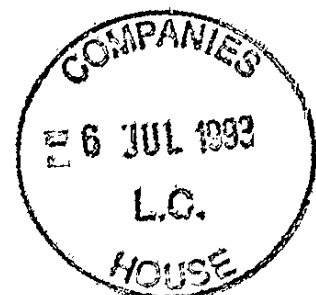
AT AN EXTRAORDINARY GENERAL MEETING of the Company duly convened and held on 2nd July 1993 the following Resolution was duly passed as a Special Resolution:-

SPECIAL RESOLUTION

That the name of the Company be changed to:-

Johnson & Johnson Finance Limited


.....
Director



BB 054042
C/N 220
SAME 901

FILE COPY



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

Company No. 1145369

The Registrar of Companies for England and Wales hereby certifies that

P. J. REYNOLDS INVESTMENTS LIMITED

having by special resolution changed its name, is now incorporated
under the name of

JOHNSON & JOHNSON FINANCE LIMITED

Given at Companies House, London, the 6th July 1993

A handwritten signature in dark ink, appearing to read 'C Carr'.

MR. C. CARR

For The Registrar Of Companies



C O M P A N I E S H O U S E

1145369

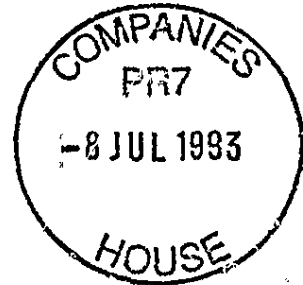
THE COMPANIES ACT 1985

C O M P A N Y L I M I T E D B Y S H A R E S

MEMORANDUM OF ASSOCIATION

OF

JOHNSON & JOHNSON FINANCE LIMITED*



(As altered by Special Resolutions dated 2nd July 1993)

-
- 1 The name of the Company is "JOHNSON & JOHNSON FINANCE LIMITED".*
 - 2 The registered office of the Company will be situated in England.
 - 3 The Company's objects are:-

3.1 To finance or assist or provide advice or services in relation to the sale and purchase of medical equipment, telecommunications equipment, computers, computer software, cars, commercial vehicles, aircraft, ships, railway rolling stock, equipment, goods, articles, commodities, merchandise, plant and machinery and assets of every kind and description and to import, export, buy, sell, barter, hire out, lease, let on hire, exchange, pledge and make advances upon any of such assets.

-
- * The name of the Company was changed from "Ruppia Limited" to "Devices Limited" on 10th May 1974; the name was subsequently changed to "P.J. Reynolds Investments Limited" on 26th January 1979 and to Johnson & Johnson Finance Limited on 6th July 1993.

3.2 To buy, sell, manufacture, repair, alter, improve, manipulate, prepare for market, let on hire, and generally deal in all kinds of plant, machinery, apparatus, tools, utensils, materials, produce, substances, articles and things for the purpose of any of the businesses specified herein, or likely to be required by customers or other persons having, or about to have, dealings with the Company.

3.3 To arrange and provide advice and assistance in relation to the borrowing and lending of money and any other means of raising money.

3.4 To carry on any business including the ownership or possession or land or other immovable property.

3.5 To enter into contracts, agreements and arrangements with any other company for the carrying out by such other company on behalf of the Company of any of the objects for which the Company is formed.

3.6 To enter into any arrangements with any Government or authorities, supreme, municipal, local or otherwise, that may seem conducive to the Company's objects or any of them, and to obtain from any such Government or authority any rights, privileges, and concessions which the Company may think 't desirable to obtain, and to carry out, exercise and comply with any such arrangements, rights, privileges and concessions.

3.7 To subsidise, and assist any persons or companies and to act as agents for the collection, receipt or payment of money and generally to act as advisers, consultants, brokers and agents for and render services to customers and others.

3.8 Generally to purchase, take on lease or exchange, hire, take options over or otherwise acquire for any estate or interest any real or personal property and any rights or privileges for the purposes of its business.

3.9 To carry on any other business or activity of any nature whatsoever which may seem to the Directors to be capable of being conveniently or advantageously carried on in connection or conjunction with any business of the Company hereinbefore or hereinafter authorised or to be expedient with a view directly or indirectly to enhancing the value of or to rendering profitable or more profitable any of the Company's assets or utilising its skills, know-how or expertise.

3.10 To subscribe, underwrite, purchase, or otherwise acquire, and to hold, dispose of, and deal with, any shares or other securities or investments of any nature whatsoever, and any options or rights in respect thereof or interests therein, and to buy and sell foreign exchange.

3.11 To draw, make, accept, endorse, discount, negotiate, execute, and issue, and to buy, sell and deal with bills of exchange, promissory notes, and other negotiable or transferable instruments or securities.

3.12 To purchase, or otherwise acquire for any estate or interest any property (real or personal) or assets or any concessions, licences, grants, patents, trade marks, copyrights or other exclusive or non-exclusive rights of any kind and to hold, develop and turn to account and deal with the same in such manner as may be thought fit and to make experiments and tests and to carry on all kinds of research work.

3.13 To build, construct, alter, remove, replace, equip, execute, carry out, improve, work, develop, administer, maintain, manage or control buildings, structures or facilities of all kinds, whether for the purposes of the Company or for sale, letting or hire to or in return for any consideration from any company, firm or person, and to contribute to or assist in or carry out any part of any such operation.

3.14 To amalgamate or enter into partnership or any joint venture or profit/loss-sharing arrangement or other association with any company, firm, person or body.

3.15 To purchase or otherwise acquire and undertake all or any part of the business, property and liabilities of any company, firm, person or body carrying on any business which the Company is authorised to carry on or possessed of any property suitable for the purposes of the Company.

3.16 To promote, or join in the promotion of, any company, whether or not having objects similar to those of the Company.

3.17 To borrow and raise money and to secure or discharge any debt or obligation of or binding on the Company in such manner as may be thought fit and in particular by mortgages and charges upon all or any part of the undertaking, property and assets (present and future) and the uncalled capital of the Company, or by the creation and issue of debentures, debenture stock or other securities of any description.

3.18 To advance, lend or deposit money or give credit to or with any company, firm or person on such terms as may be thought fit and with or without security.

3.19 To guarantee or give indemnities or provide security, whether by personal covenant or by mortgage or charge upon all or any part of the undertaking, property and assets (present and future) and the uncalled capital of the Company, or by all or any such methods, for the performance of any contracts or obligations, and the payment of capital or principal (together with any premium) and dividends or interest on any shares, debentures or other securities, of any person, firm or company including (without limiting the generality of the foregoing) any company which is for the time being a holding company of the Company or another subsidiary of any such holding company or is associated with the Company in business.

3.20 To issue any securities which the Company has power to issue for any other purpose by way of security or indemnity or in satisfaction of any liability undertaken or agreed to be undertaken by the Company.

3.21 To sell, lease, grant licences, easements and other rights over, and in any other manner deal with or dispose of, the undertaking, property, assets, rights and effects of the Company or any part thereof for such consideration as may be thought fit, and in particular for shares or other securities, whether fully or partly paid up.

3.22 To procure the registration, recognition or incorporation of the Company in or under the laws of any territory outside England.

3.23 To subscribe or guarantee money for any national, charitable, benevolent, public, general or useful object or for any purpose which may be considered likely directly or indirectly to further the interests of the Company or of its members.

3.24 To establish and maintain or contribute to any pension or superannuation funds for the benefit of, and to give or procure the giving of donations, gratuities, pensions, allowances or emoluments to, any individuals who are or were at any time in the employment or service of the Company or of any company which is its holding company or is a subsidiary of the Company or any such holding company or otherwise is allied to or associated with the Company or any of the predecessors of the Company or any other such company as aforesaid, or who are or were at any time directors or officers of the Company or of any such other company, and the wives, widows, families and dependants of any such individuals; to establish and subsidise or subscribe to any institutions, associations, clubs or funds which may be considered likely to benefit any such persons or to further the interests of the Company or of any such other company; and to make payments for or towards the insurance of any such persons.

3.25 To establish and maintain, and to contribute to, any scheme for encouraging or facilitating the holding of shares or debentures in the Company by or for the benefit of its employees or former employees, or those of its subsidiary or holding company or subsidiary of its holding company, or by or for the benefit of such other persons as may for the time being be permitted by law, or any scheme for sharing profits with its employees or those of its subsidiary and/or associated companies, and (so far as for the time being permitted by law) to lend money to employees of the Company or of any company which is its holding company or is a subsidiary of the Company or any such holding company or otherwise is allied to or associated with the Company with a view to enabling them to acquire shares in the Company or its holding company.

3.26 (i) To purchase and maintain insurance for or for the benefit of any persons who are or were at any time directors, officers or employees or auditors of the Company, or of any other company which is its holding company or in which the Company or such holding company or any of the predecessors of the Company or of 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 of any such other company, or who are or were at any time trustees of any pension fund in which any employees of the Company or of 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 and/or discharge of their duties and/or in the exercise or purported exercise of their powers and/or otherwise in relation to the Company or any such other company, subsidiary undertaking or pension fund and (ii) to such extent as may be permitted by law otherwise to indemnify or to exempt any such person against or from any such liability; for the purposes of this clause "holding company" and "subsidiary undertaking" shall have the same meanings as in the Companies Act 1985 as amended by the Companies Act 1989.

3.27 To distribute among members of the Company in specie or otherwise, by way of dividend or bonus or by way of reduction of capital, all or any of the property or assets of the Company, or any proceeds of sale or other disposal of any property or assets of the Company, with and subject to any incident authorised and consent required by law.

3.29 To do all or any of the things and matters aforesaid in any part of the world, and either as principals, agents, contractors, trustees or otherwise, and by or through trustees, agents, subsidiary companies or otherwise, and either alone or in conjunction with others.

3.30 To do all such other things as may be considered to be incidental or conducive to any of the above objects.

And it is hereby declared that the objects of the Company as specified in each of the foregoing paragraphs of this Clause (except only if and so far as otherwise expressly provided in any paragraph) shall be separate and distinct objects of the Company and shall not be in any way limited by reference to any other paragraph or the order in which the same occur or the name of the Company."

4 The liability of the members is limited.

5 The share capital of the Company is £100 divided into 100 shares of £1 each.*

* The share capital of the Company was by Special Resolutions on 3rd June 1974 increased to £250,000 and reorganised so as to consist of 1,233,065 Ordinary Shares of 10p each and 1,233,065 5 per cent. Cumulative Preference Shares of 10p each and 33,870 Unclassified Shares of 10p each.

WE, the several persons whose names and addresses 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
Maria Pashah Jordan House 47 Brunswick Place London N1 6EE Commercial Manager	One
Patricia Martin Jordan House 47 Brunswick Place London N1 6EE Commercial Manager	One
Total Shares taken:	Two

DATED the 26th day of September 1973

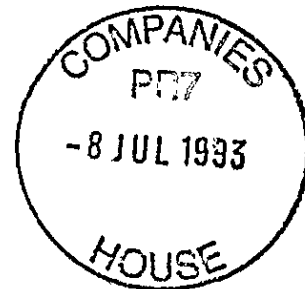
WITNESS to the above Signatures:-

Stephanie Antonia Blake
Jordan House
47 Brunswick Place
London
N1 6EE

No. 1145369

THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES



SPECIAL RESOLUTION

OF

P.J. REYNOLDS INVESTMENTS LIMITED

AT AN EXTRAORDINARY GENERAL MEETING of the Company duly convened and held on 2nd July 1993 the following Resolution was duly passed as a Special Resolution:-

SPECIAL RESOLUTION

That Clause 3 of the Memorandum of Association be deleted and replaced by the following:-

"3 The Company's objects are:-

3.1 To finance or assist or provide advice or services in relation to the sale and purchase of medical equipment, telecommunications equipment, computers, computer software, cars, commercial vehicles, aircraft, ships, railway rolling stock, equipment, goods, articles, commodities, merchandise, plant and machinery and assets of every kind and description and to import, export, buy, sell, barter, hire out, lease, let on hire, exchange, pledge and make advances upon any of such assets.

3.2 To buy, sell, manufacture, repair, alter, improve, manipulate, prepare for market, let on hire, and generally deal in all kinds of plant, machinery, apparatus, tools, utensils, materials, produce, substances, articles and things for the purpose of any of the businesses specified herein, or likely to be required by customers or other persons having, or about to have, dealings with the Company.

3.3 To arrange and provide advice and assistance in relation to the borrowing and lending of money and any other means of raising money.

3.4 To carry on any business including the ownership or possession or land or other immovable property.

3.5 To enter into contracts, agreements and arrangements with any other company for the carrying out by such other company on behalf of the Company of any of the objects for which the Company is formed.

3.6 To enter into any arrangements with any Government or authorities, supreme, municipal, local or otherwise, that may seem conducive to the Company's objects or any of them, and to obtain from any such Government or authority any rights, privileges, and concessions which the Company may think it desirable to obtain, and to carry out, exercise and comply with any such arrangements, rights, privileges and concessions.

3.7 To subsidise, and assist any persons or companies and to act as agents for the collection, receipt or payment of money and generally to act as advisers, consultants, brokers and agents for and render services to customers and others.

3.8 Generally to purchase, take on lease or exchange, hire, take options over or otherwise acquire for any estate or interest any real or personal property and any rights or privileges for the purposes of its business.

3.9 To carry on any other business or activity of any nature whatsoever which may seem to the Directors to be capable of being conveniently or advantageously carried on in connection or conjunction with any business of the Company hereinbefore or hereinafter authorised or to be expedient with a view directly or indirectly to enhancing the value of or to rendering profitable or more profitable any of the Company's assets or utilising its skills, know-how or expertise.

3.10 To subscribe, underwrite, purchase, or otherwise acquire, and to hold, dispose of, and deal with, any shares or other securities or investments of any nature whatsoever, and any options or rights in respect thereof or interests therein, and to buy and sell foreign exchange.

3.11 To draw, make, accept, endorse, discount, negotiate, execute, and issue, and to buy, sell and deal with bills of exchange, promissory notes, and other negotiable or transferable instruments or securities.

3.12 To purchase, or otherwise acquire for any estate or interest any property (real or personal) or assets or any concessions, licences, grants, patents, trade marks, copyrights or other exclusive or non-exclusive rights of any kind and to hold, develop and turn to account and deal with the same in such manner as may be thought fit and to make experiments and tests and to carry on all kinds of research work.

3.13 To build, construct, alter, remove, replace, equip, execute, carry out, improve, work, develop, administer, maintain, manage or control buildings, structures or facilities of all kinds, whether for the purposes of the Company or for sale, letting or hire to or in return for any consideration from any company, firm or person, and to contribute to or assist in or carry out any part of any such operation.

3.14 To amalgamate or enter into partnership or any joint venture or profit/loss-sharing arrangement or other association with any company, firm, person or body.

3.15 To purchase or otherwise acquire and undertake all or any part of the business, property and liabilities of any company, firm, person or body carrying on any business which the Company is authorised to carry on or possessed of any property suitable for the purposes of the Company.

3.16 To promote, or join in the promotion of, any company, whether or not having objects similar to those of the Company.

3.17 To borrow and raise money and to secure or discharge any debt or obligation of or binding on the Company in such manner as may be thought fit and in particular by mortgages and charges upon all or any part of the undertaking, property and assets (present and future) and the uncalled capital of the Company, or by the creation and issue of debentures, debenture stock or other securities of any description.

3.18 To advance, lend or deposit money or give credit to or with any company, firm or person on such terms as may be thought fit and with or without security.

3.19 To guarantee or give indemnities or provide security, whether by personal covenant or by mortgage or charge upon all or any part of the undertaking, property and assets (present and future) and the uncalled capital of the Company, or by all or any such methods, for the performance of any contracts or obligations, and the payment of capital or principal (together with any premium) and dividends or interest on any shares, debentures or other securities, of any person, firm or company including (without limiting the generality of the foregoing) any company which is for the time being a holding company of the Company or another subsidiary of any such holding company or is associated with the Company in business.

3.20 To issue any securities which the Company has power to issue for any other purpose by way of security or indemnity or in satisfaction of any liability undertaken or agreed to be undertaken by the Company.

3.21 To sell, lease, grant licences, easements and other rights over, and in any other manner deal with or dispose of, the undertaking, property, assets, rights and effects of the Company or any part thereof for such consideration as may be thought fit, and in particular for shares or other securities, whether fully or partly paid up.

3.22 To procure the registration, recognition or incorporation of the Company in or under the laws of any territory outside England.

3.23 To subscribe or guarantee money for any national, charitable, benevolent, public, general or useful object or for any purpose which may be considered likely directly or indirectly to further the interests of the Company or of its members.

3.24 To establish and maintain or contribute to any pension or superannuation funds for the benefit of, and to give or procure the giving of donations, gratuities, pensions, allowances or emoluments to, any individuals who are or were at any time in the employment or service of the Company or of any company which is its holding company or is a subsidiary of the Company or any such holding company or otherwise is allied to or associated with the Company or any of the predecessors of the Company or any other such company as aforesaid, or who are or were at any time directors or officers of the Company or of any such other company, and the wives, widows, families and dependants of any such individuals; to establish and subsidise or subscribe to any institutions, associations, clubs or funds which may be considered likely to benefit any such persons or to further the interests of the Company or of any such other company; and to make payments for or towards the insurance of any such persons.

3.25 To establish and maintain, and to contribute to, any scheme for encouraging or facilitating the holding of shares or debentures in the Company by or for the benefit of its employees or former employees, or those of its subsidiary or holding company or subsidiary of its holding company, or by or for the benefit of such other persons as may for the time being be permitted by law, or any scheme for sharing profits with

its employees or those of its subsidiary and/or associated companies, and (so far as for the time being permitted by law) to lend money to employees of the Company or of any company which is its holding company or is a subsidiary of the Company or any such holding company or otherwise is allied to or associated with the Company with a view to enabling them to acquire shares in the Company or its holding company.

3.26 (i) To purchase and maintain insurance for or for the benefit of any persons who are or were at any time directors, officers or employees or auditors of the Company, or of any other company which is its holding company or in which the Company or such holding company or any of the predecessors of the Company or of 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 of any such other company, or who are or were at any time trustees of any pension fund in which any employees of the Company or of 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 and/or discharge of their duties and/or in the exercise or purported exercise of their powers and/or otherwise in relation to the Company or any such other company, subsidiary undertaking or pension fund and (ii) to such extent as may be permitted by law otherwise to indemnify or to exempt any such person against or from any such liability; for the purposes of this clause "holding company" and "subsidiary undertaking" shall have the same meanings as in the Companies Act 1985 as amended by the Companies Act 1989.

3.27 To distribute among members of the Company in specie or otherwise, by way of dividend or bonus or by way of reduction of capital, all or any of the property or assets of the Company, or any proceeds of sale or other disposal of any property or assets of the Company, with and subject to any incident authorised and consent required by law.

3.29 To do all or any of the things and matters aforesaid in any part of the world, and either as principals, agents, contractors, trustees or otherwise, and by or through trustees, agents, subsidiary companies or otherwise, and either alone or in conjunction with others.

3.30 To do all such other things as may be considered to be incidental or conducive to any of the above objects.

And it is hereby declared that the objects of the Company as specified in each of the foregoing paragraphs of this Clause (except only if and so far as otherwise expressly provided in any paragraph) shall be separate and distinct objects of the Company and shall not be in any way limited by reference to any other paragraph or the order in which the same occur or the name of the Company."

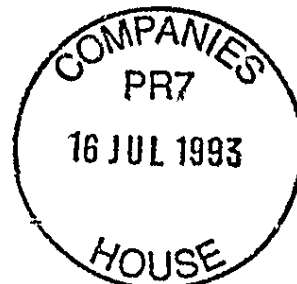
A handwritten signature in dark ink, consisting of a series of loops and a long horizontal stroke, positioned above a dotted line.

Director

No. 1145369

THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES



SPECIAL RESOLUTION

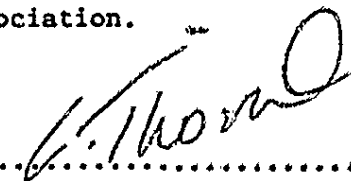
OF

JOHNSON & JOHNSON FINANCE LIMITED

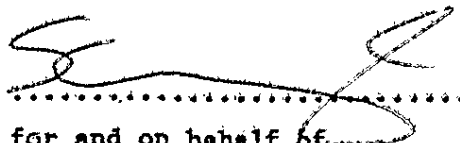
We, the undersigned, being the holders of all the issued shares in the capital of the Company, HEREBY RESOLVE to pass the following resolution as a special resolution:-

SPECIAL RESOLUTION

THAT the regulations contained in the document attached to this resolution be adopted as the Articles of Association of the Company to the exclusion of all existing Articles of Association.


.....
for and on behalf of
JJHC Incorporated

Dated: 6 July 1993


.....
for and on behalf of
Johnson & Johnson
International

G19JMG 204

THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES



ARTICLES OF ASSOCIATION

Adopted by Special Resolution dated on 6 July 1993

of

JOHNSON & JOHNSON FINANCE LIMITED

PRELIMINARY

1 The regulations contained in Table A in The Companies (Tables A to F) Regulations 1985 (as amended so as to affect companies first registered on the date of the adoption of these Articles) shall, except as hereinafter provided and so far as not inconsistent with the provisions of these Articles, apply to the Company to the exclusion of all other regulations or Articles of Association. References herein to regulations are to regulations in the said Table A unless otherwise stated.

SHARE CAPITAL

- 2 (A) The share capital of the Company at the date of the adoption of these Articles is £250,000 divided into 1,233,065 5 per cent. Cumulative Preference Shares of 10p each, 1,233,065 Ordinary Shares of 10p each and 33,870 Unclassified Shares of 10p each.

(B) The 5 per cent. Cumulative Preference Shares shall have attached thereto the following rights and restrictions:-

(i) The right in priority to any payment of dividend on any other class of shares to a fixed cumulative preferential dividend at the rate of 5 per cent. per annum, to be paid if and so far as in the opinion of the Directors the profits of the Company justify such payment, half-yearly on the thirtieth day of June and the thirty-first day in December in every year in respect of the half-years ending on those dates. Subject thereto and to any special rights which may be attached to any other class of shares, the profits of the Company available for dividend and resolved to be distributed shall be distributed by way of dividend among the holders of the Ordinary Shares.

(ii) On a return of assets on a winding-up the assets of the Company available for distribution among the members shall be applied first in repaying to the holders of the 5 per cent. Cumulative Preference Shares the amounts paid up on such shares together with a sum equal to any arrears or deficiency of the fixed dividend thereon, to be calculated down to the date of the return of capital and to be payable irrespective of whether or not such dividend has been declared or earned. The balance of such assets, subject to any special rights which may be attached to any other class of shares, shall be applied in repaying to the holders of the Ordinary Shares the amounts paid up on such shares and subject thereto shall belong to and be distributed among such holders rateably according to the number of such shares held by them respectively.

(iii) No right to receive notice of, attend at or vote at any General Meeting of the Company.

3 Subject to Section 80 of the Companies Act 1985, all unissued shares shall be at the disposal of the Directors and they may allot, grant options over or otherwise dispose of them to such persons, at such times, and on such terms as they think proper and Section 89(1) of the Companies Act 1985 shall not apply.

PROCEEDINGS AT GENERAL MEETINGS

4 In the case of a corporation a resolution in writing may be signed on its behalf by a Director or the Secretary thereof or by its duly appointed attorney or duly authorised representative. Regulation 53 shall be extended accordingly. Regulation 53 (as extended) shall apply mutatis mutandis to resolutions in writing of any class of members of the Company.

5 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 either be delivered at such place or one of such places (if any) as may be specified for that purpose in or by way of note to the notice convening the meeting (or, if no place is so specified, at the registered office) at least one hour before the time appointed for holding the meeting or adjourned meeting or (in the case of a poll taken otherwise than at or on the same day 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) on the day and at the place of, but in any event before the time appointed for holding, the meeting or adjourned meeting or poll. The instrument shall, unless the contrary is stated thereon, be valid as well for any adjournment of the meeting as for the meeting to which it relates. An instrument of proxy relating to more than one meeting (including any adjournment thereof) having once been so delivered for the purposes of any meeting shall not require again to be delivered for the purposes of any subsequent meeting to which it relates. Regulation 62 shall not apply.

NUMBER OF DIRECTORS

6 The Directors shall not be less than one in number. Regulation 64 shall be modified accordingly.

7 (A) An alternate Director shall (except when absent from the United Kingdom) be entitled to receive notices of meetings of the Directors and of any committee of the Directors of which his appointor is a member and shall be entitled to attend and vote as a Director and be counted in the quorum at any such meeting at which his appointor is not personally present and generally at such meeting to perform all functions of his appointor as a Director and for the purposes of the proceedings at such meeting the provisions of these Articles shall apply as if he were a Director. If he shall be himself a Director or shall attend any such meeting as an alternate for more than one Director, his voting rights shall be cumulative but he shall not be counted more than once for the purposes of the quorum. If his appointor is for the time being absent from the United Kingdom or temporarily unable to act through ill health or disability his signature to any resolution in writing of the Directors shall be as effective as the signature of his appointor. An alternate Director shall not (save as aforesaid) have power to act as a Director, nor shall he be deemed to be a Director for the purposes of these Articles, nor shall he be deemed to be the agent of his appointor. Regulations 66 and 69 shall not apply.

(B) An alternate Director shall be entitled to contract and be interested in and benefit from contracts or arrangements or transactions and to be repaid expenses and to be indemnified to the same extent mutatis mutandis as if he were a Director but he shall not be entitled to receive from the Company in respect of his appointment as alternate Director any remuneration except only such part (if any) of the remuneration otherwise payable to his appointor as such appointor may by notice in writing to the Company from time to time direct.

DELEGATION OF DIRECTORS' POWERS

8 In addition to the powers to delegate contained in Regulation 72, the Directors may delegate any of their powers or discretions (including without prejudice to the generality of the foregoing all powers and discretions whose exercise involves or may involve the payment of remuneration to or the conferring of any other benefit on all or any of the Directors) to committees consisting of one or more Directors and (if thought fit) one or more other named persons or persons to be co-opted as hereinafter provided. Insofar as any such power or discretion is delegated to a committee, any reference in these Articles to the exercise by the Directors of the power or discretion so delegated shall be read and construed as if it were a reference to the exercise thereof by such committee. Any committee so formed shall in the exercise of the powers so delegated conform to any regulations which may from time to time be imposed by the Directors. Any such regulations may provide for or authorise the co-option to the committee of persons other than Directors and may provide for members who are not Directors to have voting rights as members of the committee but so that (a) the number of members who are not Directors shall be less than one-half of the total number of members of the committee and (b) no resolution of the committee shall be effective unless passed by a majority including at least one member of the committee who is a Director. Regulation 72 shall be modified accordingly.

APPOINTMENT AND RETIREMENT OF DIRECTORS

9 The Directors shall not be subject to retirement by rotation and references thereto in Regulations 73 to 80 shall be disregarded.

DISQUALIFICATION AND REMOVAL OF DIRECTORS

10 The office of a Director shall be vacated in any of the events specified in Regulation 81 and also if he shall in writing offer to resign and the Directors shall resolve to accept such offer or if he

shall be removed from office by notice in writing signed by all his co-Directors (being at least two in number), but so that if he holds an appointment to an executive office which thereby automatically determines such removal shall be deemed an act of the Company and shall have effect without prejudice to any claim for damages for breach of any contract of service between him and the Company.

REMUNERATION OF DIRECTORS

11 Any Director who serves on any committee, or who otherwise performs services which in the opinion of the Directors are outside the scope of the ordinary duties of a Director, may be paid such extra remuneration by way of salary, commission or otherwise or may receive such other benefits as the Directors may determine. Regulation 82 shall be extended accordingly.

PROCEEDINGS OF DIRECTORS

12 On any matter in which a Director is in any way interested he may nevertheless vote and be taken into account ~~for~~ the purposes of a quorum and (save as otherwise agreed) may retain for his own absolute use and benefit all profits and advantages directly or indirectly accruing to him thereunder or in consequence thereof. Regulations 94 to 98 shall not apply.

INDEMNITY

13 (A) Subject to the provisions of and so far as may be permitted by law, every Director, Auditor, Secretary or other officer of the Company shall be indemnified by the Company out of its own funds against and/or exempted by the Company from all costs, charges, losses, expenses and

liabilities incurred by him in the actual or purported execution and/or discharge of his duties and/or the exercise or purported exercise of his powers and/or otherwise in relation to or in connection with his duties, powers or office including (without prejudice to the generality of the foregoing) any liability incurred by him in defending any proceedings, civil or criminal, which relate to anything done or omitted or alleged to have been done or omitted by him as an officer or employee of the Company and in which judgment is given in his favour (or the proceedings are otherwise disposed of without any finding or admission of any material breach of duty on his part) or in which he is acquitted or in connection with any application under any statute for relief from liability in respect of any such act or omission in which relief is granted to him by the Court. Regulation 118 shall not apply.

(B) Without prejudice to the provisions of Regulation 87 or paragraph (A) of this Article, the Directors shall have the power to purchase and maintain insurance for or for the benefit of any persons who are or were at any time Directors, officers, employees or auditors of any Relevant Company (as defined in paragraph (C) of this Article) or who are or were at any time trustees of any pension fund or employees' share scheme in which employees of any Relevant Company 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 and/or discharge of their duties and/or in the exercise or purported exercise of their powers and/or otherwise in relation to their duties, powers or offices in relation to any Relevant Company, or any such pension fund or employees' share scheme.

(C) For the purpose of paragraph (B) of this Article, "Relevant Company" shall mean the Company, any holding company of the Company or any other body, whether or not incorporated, in which the Company or such holding company or any of the predecessors of the Company or of such holding company has or had any interest whether direct or indirect or which is in any way allied to or associated with the Company, or any subsidiary undertaking of the Company or of any such other body.