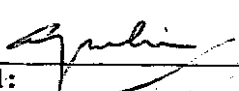


63  
CERTIFIED A TRUE COPY of the Memorandum and  
Articles of Association as amended by  
Special Resolution dated the 8th day of  
October 2000

signed: 

The Companies Act (Northern Ireland), 1960.

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COMPANY LIMITED BY SHARES

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*Memorandum*

— AND —

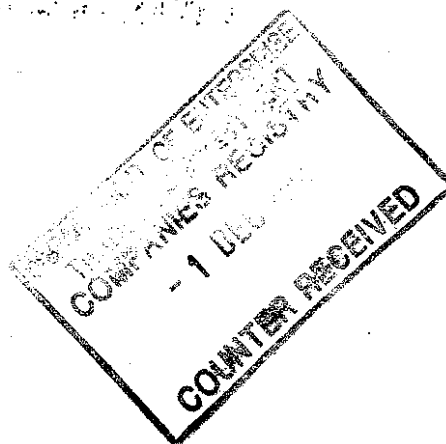
*Articles of Association*

— OF —

SEPHA LIMITED

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Mills Selig & Bailie,  
Solicitors,  
20 Callender Street,  
Belfast.  
BT1 5BQ.



REGISTERED  
12 DEC 2000

No. N.I. 14142



# Certificate of Incorporation

I hereby certify that

SEPHA PHARMACEUTICALS LIMITED

in this day Incorporated under the Companies Acts (Northern Ireland) 1960 and 1978 and that the company is Limited.

Given under my hand at Belfast, this .....twenty-ninth.....day

of.....February.....One Thousand Nine Hundred and.....eighty.....

*W. G. Clarke*

Assistant

Registrar of Companies for Northern Ireland

- (a) (i) To carry on the business of manufacturing wholesale and retail chemists and of manufacturers and refiners of and dealers (whether by wholesale or retail) in all kinds of drugs, chemicals, acids, salts, alkalis, antibiotics, pharmaceutical, medicinal and chemical preparations, articles and compounds (whether of animal, vegetable or mineral origin) dyes, cosmetics, skin preparations, soaps, oils, beauty specialities, preparations and accessories of every description, paints, pigments, oils, varnishes, resins and synthetic and man-made materials and fabrics of whatsoever nature
- (ii) To carry on the business of manufacturers and dealers (whether by wholesale or retail) in all kinds of surgical, scientific, electrical, chemical, photographic and other apparatus.
- (iii) To manufacture, make up, prepare, buy, sell and deal in all articles, substances and things commonly or conveniently used in or for making up, preparing or packing any of the products in which the company is authorised to deal or which may be required by customers of or persons having dealings with the company and to adopt such means of making known the products of the company as may seem expedient and in particular by advertising in any media, or by the purchase, exhibition or reproduction of works of art, or by the publication of books and pictures, or by granting concessions, prizes, rewards and goods free or at reduced prices, or in such other manner whether similar to the above or not, as the company may deem desirable.

- (b) To carry on the business of financiers for the promotion of the sale for cash or on credit or on the instalment system, hire purchase, hire agreement or easy payment or otherwise of machinery, appliances, requisites, accessories and supplies of every description, and generally any other article or articles which can be advantageously or conveniently dealt with by the Company in connection with or as accessory or cognate to the said business of the Company and in connection therewith or otherwise to lend and advance money to or negotiate loans on behalf of such persons, firms or companies and on such terms as may seem expedient and in particular to or on behalf of persons, firms or companies concerned in any way whatever in the sale or purchase in manner aforesaid of any of the foregoing articles or goods.
- (c) To carry on all or any or any one or more of the foregoing businesses, either wholesale or retail, and either jointly with others or solely, and to manufacture all or any of the commodities necessary to carry on any or all of the above businesses.
- (d) To carry on any other trade or business whatsoever which may seem to the Company capable of being conveniently carried on in connection with or as an extension of any of the businesses aforesaid, or calculated directly or indirectly, to enhance the value of, or render more profitable any of the assets, property or rights of the Company.
- (e) To apply for, purchase, hire, take on lease, or in exchange or otherwise acquire and hold for any estate or interest, any land, buildings, offices, shops, factories, works, storehouses, wharves, erections, plant, machinery, equipment, stock and materials, and any other real or personal property, and any easements, trade marks, patents, licences, processes, secret or otherwise, and other rights and privileges of any kind necessary to or convenient for any business or undertaking of the Company, or calculated to enhance the value of or render more profitable any of its assets, property or rights.
- (f) To lay out, establish, build, construct, set up, maintain, alter, enlarge, pull down, remove and replace, either alone or in conjunction with any other person or company, any buildings, offices, shops, factories, storehouses, works, wharves, erections, plant, machinery and equipment necessary to or convenient for any business or undertaking of the Company, or calculated to enhance the value of, or to render more profitable any of its assets, property or rights.
- (g) To purchase or otherwise acquire as a going concern any business which this Company is authorised to carry on, and any stocks, shares or securities of any other company carrying on, or having objects authorising the carrying on of, any business similar to or capable of being advantageously carried on in conjunction with the business of the Company.

- (h) To manage, develop, improve, turn to account, exchange, mortgage, sell, lease, grant licences and rights over or in respect of, or otherwise deal with or dispose of the whole or any part of the undertaking, property and assets for the time being of the Company for such consideration as the Company may think fit.
- (i) To borrow or raise or secure the payment of money in such manner as the Company may think fit, and in particular by mortgaging or charging by debentures or debenture stock, perpetual or otherwise, trust deed, mortgage, instrument of charge or otherwise, the undertaking or all or any part of the property or assets of the Company, whether present or future, and including uncalled capital, and by issuing, whether at par or at a premium or discount, or depositing any debentures, debenture stock, notes or other instruments constituting an acknowledgment of indebtedness whether creating a charge or not.
- (j) To secure or guarantee by mortgage, charge or otherwise the performance and discharge of any contract, obligation or liability of the Company, or of any other person or corporation with whom or which the Company has dealings or having a business or undertaking in which the Company is concerned or interested, whether directly or indirectly.
- (k) To receive money on deposit or loan, and to lend money and make advances and give credit to customers and others having dealings with the Company upon such terms as the Company may think fit.
- (l) To invest and deal with the moneys of the Company not immediately required in such manner and upon such investments as the Company may from time to time think fit.
- (m) To draw, make, accept, endorse, discount, negotiate, execute and issue promissory notes, bills of exchange, warrants and other negotiable instruments.
- (n) To support and subscribe to any charitable or public objects, to grant pensions and other financial assistance to persons employed or formerly employed by the Company or its predecessors in business and the dependants of such persons, and to maintain or contribute to any pension, provident or other funds, or any institutions, associations, societies or clubs, whether existing for purposes connected with trade, benevolence or otherwise, which may benefit or be connected in any way with the Company or its business or employees.
- (o) To promote or concur in promoting any other company for the purpose of acquiring the undertaking or any of the property, assets or rights of this Company, or the promotion of which will in any way benefit or advance

the interest of this Company, and to underwrite, subscribe for or place any shares or securities of any such Company.

- (p) To enter into any partnership or joint adventure, or any agreement for co-operation or sharing or pooling profits, or controlling or limiting profits or output, or otherwise for mutual assistance with any company, firm or person carrying on or proposing to carry on any business which this Company can carry on, and to amalgamate with any other company or companies in such manner as this Company shall think fit.
- (q) To pay for any property or rights acquired by this Company, either in cash payable as a lump sum or by instalments or otherwise, or in fully or in partly paid up shares, or in securities of this Company, or partly in one way and partly in another, and to accept payment for any property or rights sold or otherwise disposed of by this Company, either in cash as aforesaid or in fully or partly paid up shares, or in securities of any other company, or partly in one way and partly in another, and whether payment is being made or accepted on such terms generally as the Company shall think fit.
- (r) To distribute among the members of the Company in kind any property of the Company, and in particular any shares, debentures or securities of other companies belonging to this Company or of which this Company may have the power of disposing.
- (s) To do all or any of the above things in any part of the world as principals, agents, trustees, brokers or otherwise, and either alone or in conjunction with others, and through or by means of agents, brokers, sub-contractors, trustees or otherwise and to procure the Company to be registered or recognised in any foreign country or place.
- (t) To do all such things as may be incidental or conducive to the attainment of the above-mentioned objects or any of them.

Each of the foregoing sub-clauses shall be deemed to be an independent Clause and the objects therein mentioned shall not be deemed to be subsidiary merely to any objects mentioned in any other sub-clause.

#### 4. The liability of the members is limited.

5. The share capital of the Company is £110,000 divided into 100,000 Ordinary shares of £1.00 each and 10,000 Redeemable Ordinary shares of £1.00 each.

The Company has power from time to time to increase or reduce its capital and to consolidate or sub-divide the shares into shares of larger or smaller denominations. Any new shares from time to time to be created may from time to time be issued with any such rights of preference, whether in respect of dividend or

repayment of capital, or both, or any such other special privilege or advantage over any shares previously issued or then about to be issued, or with such deferred rights as compared with any other shares previously issued or then about to be issued, or subject to any such conditions or provisions, and with any such right, or without any right of voting, and generally on such terms as the Company may from time to time determine.

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.
Ethel M. Gamble 20 Callender Street, Belfast. Secretary	One (1)
Ivan I. Selig 20 Callender Street, Belfast. Solicitor	One (1)
Total Shares taken:	Two (2)

Dated the 21st day of February 19 80.

Witness to the above signatures:-

Maureen Courtney  
 20 Callender Street  
 Belfast.  
 Secretary

The Companies Act (Northern Ireland), 1960.

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COMPANY LIMITED BY SHARES

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ARTICLES OF ASSOCIATION

— OF —

SEPHA LIMITED

~~SEPHA PHARMACEUTICALS LIMITED~~ XX

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PRELIMINARY

1. Subject as hereinafter provided, the Regulations contained or incorporated in Part II of Table A in the First Schedule to the Companies Act (Northern Ireland), 1960 (hereinafter referred to as "Part II of Table A"), shall apply to the Company.

2. The Articles hereinafter contained and the remaining Regulations of Part I of Table A which are incorporated in Part II of Table A, subject to the modifications hereinafter expressed together with Regulations 2 to 6 inclusive of Part II of Table A shall constitute the Regulations of the Company.

SHARES

- (i) The shares shall be at the disposal of the Directors, who may (subject to any direction to the contrary that may be given by the Company in general meeting) allot or otherwise dispose of them to such persons, at such times and on such conditions as they think proper, subject to Regulation 2 of Part II of Table A, and provided that no shares shall be issued at a discount, except as provided by Section 57 of the Act.
- ii) The Company may, subject to the provisions of Section 46 of the Companies (Northern Ireland) Order 1982 or any statutory modification or extension thereof, issue shares which are to be redeemed or are liable to be redeemed at the option of the Company or the shareholder. The redemption shall be effected in the manner and on the terms following:-
  - (a) At any time after the expiration of twelve months from the date of the allotment of any such share the Company may give notice to the registered holder thereof of its intention to redeem the same at par. Such notice shall be in writing and shall if the time (not being less than one month from the date of such notice) and the place for such redemption. At the time and place so fixed and registered the holder of such share shall be bound to deliver up onto the Company the certificate thereof for cancellation and thereupon the Company shall pay to him the redemption monies payable in respect of such share.
  - (b) Any such share not previously redeemed shall be redeemed at par thirty months after the date of issue notice thereof being given in the manner set out at clause (a) above not less than twenty nine months after the date of issue of the said shares.



pari passu with the Ordinary shares in the Company up until the date when the redemption monies in respect of the same shall be paid.

In Regulation 11 of Part I of Table A, the words "(not being a fully paid share)" and "(other than fully paid shares)" shall be omitted.

The Company shall, except as by these Articles otherwise provided, be entitled to treat the registered holder of any share as the absolute owner thereof, and shall be under no obligation to recognise any interest, equity or trust in or affecting any share other than the absolute right thereto of the registered holder.

- i) The Company is authorised to purchase its own shares (including any redeemable shares) subject to the provision of Part IV of the Companies (NI) Order 1982 (or any statutory modification or extension thereof)
- ii) No share or shares shall be transferred (unless to the Company as aforesaid) to any person other than a shareholder of the Company so long as any member of the Company is willing to purchase the same at a value to be determined as hereinafter mentioned.

7. In order to ascertain whether any member is willing to purchase the share or shares offered for sale, the seller, whether entitled in his own right or otherwise, shall give notice to the Directors that he desires to sell the share or shares, and such notice shall constitute the Directors his agent to contract with any member for the sale of the share or shares at the price to be determined as hereinafter mentioned.

8. The Company shall within seven days of the receipt of the last mentioned notice, give notice to every member of the proposed sale in the event of two or more members wishing to purchase the share or shares offered for sale, the same shall be offered to such members in proportion as nearly as may be to the number of shares of the Company held by them respectively. If the Directors fail for the space of twenty-eight days to find a member willing to purchase the share or shares and to give notice to the seller, the share or shares may be disposed of as if these provisions had not been made.

9. The value of such share or shares (if not mutually agreed upon) shall be fixed by the Auditor or Auditors for the time being of the Company, and the price so fixed shall be binding upon the seller and the purchaser respectively.

## DIRECTORS

10. A Director may vote as a Director in respect of any contract in which he is interested or on any matter arising thereout, and Regulation 86 of Part I of Table A shall be modified accordingly.

11. Paragraph (f) of Regulation 90 of Part I of Table A shall not apply to the Company.

12. Regulations 91 to 96, 98 and 99 of Part I of Table A shall not apply to the Company.

13. In Regulation 97 of Part I of Table A the words from "but shall not be taken into account" to the end of the Regulation shall be omitted.

14. Any person may be appointed or elected as a Director whatever may be his age, and no Director shall be required to vacate his office by reason of his attaining or having attained the age of seventy or any other age.

## BORROWING POWERS

15. In Regulation 81 of Part I of Table A the words from "so however" to the end of the regulation shall be omitted.

## INDEMNITY

16. Every Director, Managing Director, Agent, Auditor, Secretary and other officer of the Company shall be entitled to be indemnified out of the assets of the Company against all losses or liabilities (including any such liability as is referred to in Section 394 of the Companies Act (Northern Ireland) 1960) which he may sanction or incur in or about the execution of his duties of office or otherwise in relation thereto, and no Director or other officer shall be liable for any loss, damage or misfortune which may happen or be incurred by the Company in the execution of the duties of his office or in relation thereto. This Article shall only have effect so far as its provisions are not avoided by the said Section.

## PENSION AND SUPERANNUATION FUNDS

17. The Directors may give or procure the giving of pensions, annuities, gratuities, donations and superannuations 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 any company which is a subsidiary of the Company or a predecessor in business of the Company or of any such subsidiary company, and to the wives, widows, children and other relatives and dependants of such persons and may make payments for or towards the insurance of any of such persons and their wives, widows, children and other relatives and dependants, and may 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 their wives, widows, children and other relatives and dependants, and may do any of the matters aforesaid either alone or in conjunction with any such other company as aforesaid. Subject always, if the Act shall so require, to particulars with respect thereto being disclosed to the members and to the proposal being approved by the Company by ordinary resolution, any Director holding any such employment or office shall be entitled to participate in and retain for his own benefit any such pension, annuity, gratuity, donation, superannuation or other allowance or benefit or charitable aid.

## WINDING UP

18. Regulation 137 of Part I of Table A shall be omitted.

19. If the Company shall be wound up the liquidator may, with any sanction required by the Companies Act (Northern Ireland), 1960, divide amongst the members in specie or kind the whole or any part of the assets of the Company (whether they shall consist of property of the same kind or not) and may, for such purpose set such value as he deems fair upon any property to be divided as aforesaid and may determine how such division shall be carried out as between the members or different classes of members. The liquidator may, with the like sanction, vest the whole or any part of such assets in trustees upon such trusts for the benefit of the contributories as the liquidator with the like sanction shall think fit, but so that no member shall be compelled to accept any shares or other securities whereon there is any liability.

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NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS.

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Ethel M. Gamble  
20 Callender Street,  
Belfast.  
Secretary

Ivan I. Selig  
20 Callender Street,  
Belfast  
Solicitor

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Dated the 21st day of February 1980.

Witness to the above signatures:-

Maureen Courtney  
20 Callender Street,  
Belfast.  
Secretary