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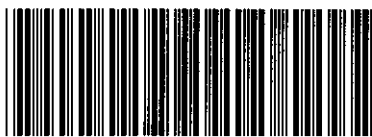
**CERTIFICATE OF INCORPORATION  
OF A PRIVATE LIMITED COMPANY**

Company No. 4212634

The Registrar of Companies for England and Wales hereby certifies that  
DEDHAM VALE HOMECARE LIMITED

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

Given at Companies House, Cardiff, the 8th May 2001



\*N042126349\*



THE OFFICIAL SEAL OF THE  
REGISTRAR OF COMPANIES



*Companies House*  
— for the record —

HC007B

Please complete in typescript,  
or in bold black capitals.

CHFP004

## Declaration on application for registration

Company Name in full

DENHAM VALE HOMECARE LIMITED

I, DENNIS BLACK

of ANGLIA HOUSE, NORTH STATION ROAD, COLCHESTER, ESSEX

do solemnly and sincerely declare that I am a ~~Solicitor engaged in the formation of the company~~ [person named as director or secretary of the company in the statement delivered to the Registrar under section 10 of the Companies Act 1985] and that all the requirements of the Companies Act 1985 in respect of the registration of the above company and of matters precedent and incidental to it have been complied with.

Please delete as appropriate.

And I make this solemn Declaration conscientiously believing the same to be true and by virtue of the Statutory Declarations Act 1835.

Declarant's signature

Dennis Black

Declared at

AUDLEY HOUSE, BERECHURCH HALL ROAD, COLCHESTER, ESSEX

Day Month Year

On

013 015 2101011

\*\* Please print name.

before me \*\*

MR BRIAN STUART

Signed

[Signature]

Date

03-05-01

~~A Commissioner for Oaths or Notary Public or Justice of the Peace or Solicitor~~

Please give the name, address, telephone number and, if available, a DX number and Exchange of the person Companies House should contact if there is any query.

FOREMOST FORMATIONS, ANGLIA HOUSE  
NORTH STATION ROAD, COLCHESTER, ESSEX  
CO1 1SA Tel 01206 768053/768375  
DX number 3647 DX exchange COLCHESTER



When you have completed and signed the form please send it to the Registrar of Companies at:

Companies House, Crown Way, Cardiff, CF14 3UZ DX 33050 Cardiff  
for companies registered in England and Wales  
or

Companies House, 37 Castle Terrace, Edinburgh, EH1 2EB

for companies registered in Scotland

DX 235 Edinburgh  
Peapod Solutions Ltd.

Please complete in typescript,  
or in bold black capitals.

CHFP004

Notes on completion appear on final page

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

422634

**Company Name in full**

DEDHAM VALE HOMECARE LIMITED

**Proposed Registered Office**

Valdene, Stratford Road

(PO Box numbers only, are not acceptable)

Dedham

Post town

Colchester

County / Region

Essex

Postcode

CO7 6HN

If the memorandum is delivered by an  
agent for the subscriber(s) of the  
memorandum mark the box opposite and  
give the agent's name and address.

☐

Agent's Name

Address

Post town

County / Region

Postcode

Number of continuation sheets attached

☐

Please give the name, address,  
telephone number and, if available,  
a DX number and Exchange of the  
person Companies House should  
contact if there is any query.

Foremost Formations

Anglia House, North Station Road, Colchester, Essex

CO1 1SB

DX number 3647

DX exchange Colchester

When you have completed and signed the form please send it to the  
Registrar of Companies at:

**Companies House, Crown Way, Cardiff, CF14 3UZ DX 33050 Cardiff**  
for companies registered in England and Wales

or

**Companies House, 37 Castle Terrace, Edinburgh, EH1 2EB**

for companies registered in Scotland

**DX 235 Edinburgh**  
Peapod Solutions Ltd.



**Company Secretary** (see notes 1-5)

Company name

DEDHAM VALE HOMECARE LIMITED

NAME

\*Style / Title

\*Honours etc

\* Voluntary details

Forename(s)

Surname

Foremost Formations Company Services Ltd

Previous forename(s)

Previous surname(s)

Address

Anglia House, North Station Road,

**Usual residential address**

For a corporation, give the registered or principal office address.

Post town

Colchester

County / Region

Essex

Postcode

CO1 1SB

Country

I consent to act as secretary of the company named on page 1

Consent signature

Date

03.05.01

**Directors** (see notes 1-5)

Please list directors in alphabetical order

NAME

\*Style / Title

Mr

\*Honours etc

Forename(s)

Dennis

Surname

Black

Previous forename(s)

Previous surname(s)

Address

Anglia House, North Station Road,

**Usual residential address**

For a corporation, give the registered or principal office address.

Post town

Colchester

County / Region

Essex

Postcode

CO1 1SB

Country

Day Month Year

Date of birth

2 | 9 | 0 | 3 | 1 | 9 | 2 | 9

Nationality

British

Business occupation

Formation Agent

Other directorships

None

I consent to act as director of the company named on page 1

Consent signature

Date

03.05.01

## Directors (continued) (see notes 1-5)

**NAME** \*Style / Title

\*Honours etc

\* Voluntary details

Forename(s)

Surname

Previous forename(s)

Previous surname(s)

**Address**

**Usual residential address**

For a corporation, give the registered or principal office address.

Post town

County / Region

Postcode

Country

Day Month Year

Date of birth

Nationality

Business occupation

Other directorships

I consent to act as director of the company named on page 1

Consent signature

Date

**This section must be signed by**

**Either**

**an agent on behalf  
of all subscribers**

Signed

*Heavis Black*

Date

03.05.01

**Or the subscribers**

Signed

Date

**(i.e. those who signed  
as members on the  
memorandum of  
association).**

Signed

Date

Signed

Date

Signed

Date

Signed

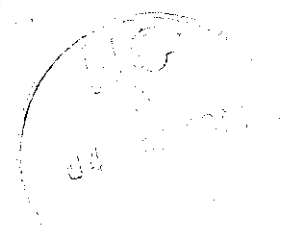
Date

Signed

Date

002423

015591



**The Companies Acts 1985 to 1989**

**COMPANY LIMITED BY SHARES**

**MEMORANDUM OF ASSOCIATION**

**OF**

**DEDHAM VALE HOMECARE LIMITED**



1. The name of the company is DEDHAM VALE HOMECARE LIMITED.
2. The registered office of the Company is to be situated in England and Wales.
3. The Company's objects are:
  - (A) To carry on all of the businesses of a Commercial Trading Company, to be general merchants and traders, cash and credit traders, importers, exporters, designers, manufacturers, manufacturers agents and representatives, buyers, sellers, distributors, factors, wholesalers, retailers, letters on hire and shippers of and dealers in produce, products, goods, wares and merchandise and electronic, military, electric, communications, desalination, glass, domestic, mining, industrial and agricultural equipment and accessories and spare parts of every description, franchise operators, to participate in, undertake, perform and carry on all kinds of commercial, industrial trading and financial operations and enterprises, and to act as Directors and Company Secretaries and to be consultants, market research specialists, experts and advisers of every kind, to operate business office energy and other systems and cost analysis, efficiency techniques, marketing and sales promotion, management, commercial, social and other undertakings and pensions, insurance, finance, technical, economic and financial matters; to carry on the business of farming and of traders and dealers in and breeders of animals and to create, establish and maintain an organisation for the purchase, sale, vending and distribution, advertising or introduction of products, merchandise, goods, wares and commodities of every description; to carry on all or any of the businesses of brokers and dealers in aircraft of every description, land and waterborne vehicles of every description and haulage and transport contractors, removers, general storekeepers and warehouse men, discount and credit traders, mail order specialists, railway, shipping, forwarding agents and printers; to carry on the business of builders and estate agents and to acquire by purchase, lease or otherwise for development, investment, letting or resale and to traffic in land and buildings and other property of any tenure or any interest therein; to carry on the business of travel agents, and to organise, arrange and facilitate travelling, whether by air, rail, sea, road or otherwise and to provide passengers, travellers and tourists with hotel and other services and conveniences of all kinds; and to purchase or otherwise acquire and take over any businesses or undertakings as and when may be deemed expedient, or to become interested in, and to carry on or dispose of, remove or put an end to the same or otherwise deal with any such businesses or undertakings in any part of the world as may be through desirable; and to act as merchants generally.
  - (B) To carry on any other trade or business whatsoever which can in the opinion of the Board of Directors, be advantageously carried on by the Company in connection with or as ancillary to any of the above businesses or the general business of the Company or further any of its objects.

(C) To purchase, take on lease or in exchange, hire or otherwise acquire and hold for any estate or interest any land, buildings, easements, rights, privileges, concessions, patents, patent rights, licences, secret processes, machinery, plant, stock in trade, and any real or personal property of any kind for such consideration and on such terms as may be considered expedient.

(D) To erect, construction, lay down, enlarge and maintain any roads, railways, tramways, sidings, bridges, shops, stores, factories, buildings, works, plant and machinery necessary or convenient for the company's business and to contribute to or subsidise for erection, construction and maintenance of any of the above.

(E) To borrow, raise or secure the payment of money for the purpose of or in connection with the company's business, and for the purpose of or in connection with the borrowing or raising of money by the Company to become a member of any building society.

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

(G) To issue and deposit any securities which the Company has power to issue by way of mortgage to secure any sum less than the nominal amount of such securities, and also by way of security for the performance of any contracts or obligations of the Company or of its customers or other persons or corporations having dealings with the company, or in whose businesses or undertakings the company is interested, whether directly or indirectly.

(H) To receive money on deposit or loan upon such terms as the company may approve, and to guarantee the obligations and contracts of any person or corporation.

(I) To make advances to customers and others with or without security, and upon such terms as the company may approve, and generally act as bankers for any person or corporation.

(J) To grant pensions, allowances, gratuities and bonuses to officers, ex-officers, employees or ex-employees of the company or its predecessors in business or the dependants or connections of such persons, to establish and maintain or concur in establishing and maintaining trusts, funds or schemes (whether contributory or non-contributory) with a view to providing pensions or other benefits for any such a person as aforesaid, their dependents or connections and to support or subscribe to any charitable funds or institutions, the support of which may, in the opinion of the Directors, be calculated directly or indirectly to benefit the company or its employees and to institute and maintain any club or other establishment or profit-sharing scheme calculated to advance the interest of the Company or its officers or employees.

(K) To draw, make, accept, endorse, negotiate, discount and excuse promissory notes, bills of exchange and other negotiable instruments.

(L) To invest and deal with the moneys of the Company not immediately required for the purpose of its business in or upon such investments or securities and in such manner as may be from time to time be determined.

(M) To pay for any property or right acquired by the Company, either in cash or fully or partly paid up shares, with or without preferred or deferred or special rights or restrictions in respect of dividend, repayments of capital, voting or otherwise, or by any securities which the company has power to issue or partly in one mode and partly in another and generally on such terms as the company may determine.

(N) To accept payment for any property or rights sold or otherwise disposed of or dealt with by the Company, either in cash, by instalments or otherwise, or in fully or partly paid up shares of any company or corporation, with or without deferred or preferred or special rights or restrictions in respect of dividend, repayment of capital, voting or otherwise, or in debentures or mortgages or other securities of any Company or corporation, or partly in one mode and partly in another, and generally on such terms as the Company may determine, and to hold, dispose of or otherwise deal with any shares, stock or securities so acquired.

(O) To enter into any partnership or joint purse arrangement or arrangement for sharing profits, union of interests or co-operation with any company, firm or person carrying on or proposing to carry on any business within the objects of this company, and to guarantee the contracts of liabilities of, or the payment of dividends, interest or capital of any shares, stock or securities of and to subsidise or otherwise assist any such company.

(P) To establish or promote or concur in establishing or promoting any other company whose objects shall include the acquisition and taking over all or any of the assets and liabilities of this company or the promotion of which shall be in any manner calculated to advance directly or indirectly the objects or interests of this company and to acquire and hold or dispose of shares, stock or securities of and guarantee the payment of the dividends, interest or capital of any shares, stock or securities issued by any other obligations of any such company.

(Q) To purchase or otherwise acquire and undertake all or any part of the business, property, assets, liabilities and transactions of any person, firm or company carrying on any business which this company is authorised to carry on.

(R) To sell, improve, manage, develop, turn to account, exchange, let on rent, royalty, share or profits or otherwise grant licences, easements and other rights in or over, and in any manner deal with or dispose of the undertaking and all or any of the property and assets for the time being or the company for such consideration as the company may think.

(S) To amalgamate with any other company whose objects are or include similar to those of this company whether by sale or purchase, (for fully or partly paid up shares or otherwise) of the undertaking, subject to the liabilities of this or any other company as aforesaid, with or without winding up or by sale or purchase (fully or partly paid up shares or otherwise) of all or a controlling interest in the shares of stock of this or any such other company as aforesaid, or by partnership or any arrangement of the nature of partnership or any other manner.

(T) To distribute among the members in specie any property of the company, or any proceeds of sale or disposal of any property of the company, but so that no distribution amounting to a reduction of capital be made except with the sanction (if any) for the time being required by law.

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

(V) To do all things as are incidental or conducive to the objects or any of the Company.

And it is hereby declared that in the construction of this clause the word "Company" except where used in reference to the Company shall be deemed to include any person, partnership or other body or persons, whether incorporated or not incorporated, and whether domiciled in Great Britain or elsewhere and that the objects specified in the different paragraphs of this clause shall, except where otherwise expressed therein be in no way limited by reference to any other paragraph or the name of the Company, but may be carried out in full and ample a manner and shall be construed in as wide a sense as if each of the said paragraphs defined the objects of a separate, distinct and independent company.

4. The liabilities of the members is limited.

5. The Company's share capital is £100 divided into 100 shares of £1 each. The shares in the Original or any increased capital may be divided into several classes and there may be attached thereto respectively any preferential, deferred or other special rights, privileges, conditions or restrictions as to dividend, capital, voting or otherwise.

We, the subscribers to this memorandum of association, wish to be formed into a company pursuant to this memorandum.

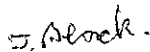
| <b>Names and<br/>addresses of subscribers</b>                                                                                                   | <b>Number of shares<br/>taken by each subscriber</b> |
|-------------------------------------------------------------------------------------------------------------------------------------------------|------------------------------------------------------|
| Foremost Formations Company Services Limited<br>Anglia House<br>North Station Road<br>Colchester<br>Essex<br>CO1 1SB<br>Company Formation Agent | 1 (One) Ordinary                                     |



Dated this 3rd day of May 2001

Witness to the above signatures

Janet Black  
Anglia House  
North Station Road  
Colchester  
Essex  
CO1 1SB  
Company Formation Agent



***The Companies Act 1985***  
***(as amended by The Companies Act 1989)***

**PRIVATE COMPANY LIMITED BY SHARES**

**ARTICLES OF ASSOCIATION**

**OF**

**DEDHAM VALE HOMECARE LIMITED**

**Preliminary**

1. The regulations contained or incorporated in Table A in the Schedule to the Companies (Tables A to F) Regulations 1985 (such Table being hereinafter called 'Table A') shall apply to the Company save in so far as they are excluded or varied hereby and such regulations (save as so excluded or varied) and the Articles hereinafter contained shall be the regulations of the Company.

**Interpretation**

2. Wherever in Table A or in these Articles any notice, resolution or other document is required to be signed by any person, the reproduction of the signature of such person by means of telex printout or facsimile copy shall be sufficient, provided that such notice, resolution or document shall within 14 days be confirmed to the recipient by writing signed in manuscript by such person.

3. In Table A and in these Articles, reference made to writing shall include any method of representing or reproducing words in a legible and non-transitory form.

**Private company**

4. The Company is a private limited company within the meaning of the Companies Act 1985 and accordingly no shares or debentures of the Company shall be offered to the public.

**Shares**

5(a). Shares which are comprised in the authorised share capital with which the Company is incorporated shall be under the control of the directors who may (subject to paragraph (d) below) allot, grant options over or otherwise dispose of the same, to such persons, on such terms and in such manner as they think fit.

(b) After the first allotment of shares by the directors any further shares proposed to be issued shall first be offered to the members in proportion as nearly as may be to the number of the existing shares held by them respectively unless the Company shall by special resolution otherwise direct. The offer shall be made by notice specifying the number of shares offered, and limiting a period (not being less than 14 days) within which the offer, if not accepted, will be deemed to be declined. After the expiration of that period, those shares so deemed to be declined shall be offered in the proportion aforesaid to the persons who have, within the said period,

accepted all the shares offered to them; such further offer shall be made in like terms in the same manner and limited by a like period as the original offer. Any shares not accepted pursuant to such offer or further offer as aforesaid or not capable of being offered as aforesaid except by way of fractions and any shares released from the provisions of this Article by such special resolution as aforesaid shall be under the control of the directors, who may (subject to paragraph (d) below) allot, grant options over or otherwise dispose of the same to such persons, on such terms, and in such manner as they think fit, provided that, in the case of shares not accepted as aforesaid, such shares shall not be disposed of on terms which are more favourable to the subscribers therefor than the terms on which they were offered to the members.

(c) In accordance with Section 91 of the Companies Act 1985 Sections 89(1) and 90 of the said Act shall not apply to the Company.

(d) The directors are generally and unconditionally authorised for the purposes of Section 80 of the Companies Act 1985 to exercise any power of the Company to allot and grant rights to subscribe for or convert securities into shares of the Company up to the amount of the authorised share capital with which the Company is incorporated at any time or times during the period of five years from the date of incorporation and the directors may, after that period, allot any shares or grant any such rights under this authority in pursuance of an offer or agreement so to do made by the Company within that period. The authority hereby given may at any time (subject to the said Section 80) be renewed, revoked or varied by ordinary resolution.

6. The lien conferred by Regulation 8 in Table A shall attach also to fully paid up shares. Regulation 8 in Table A shall be modified accordingly.

7. The liability of any member in default in respect of a call shall be increased by the addition at the end of the first sentence of Regulation 18 in Table A of the words 'and all expenses that may have been incurred by the Company by reason of such non-payment.'

#### **Transfer of shares**

8. The directors may in their absolute discretion and without assigning any reason therefor, decline to register the transfer of a share, whether or not it is a fully paid share. The first sentence of Regulation 24 of Table A shall not apply to the Company.

#### **Redeemable shares**

9. Subject to the provisions of the Act shares may be issued which are to be redeemed or are to be liable to be redeemed at the option of the Company or the holder, provided that the terms on which and the manner in which any such redeemable shares shall or may be redeemed shall be specified by special resolution before the issue thereof. Regulation 3 of Table A shall not apply to the Company.

#### **General meetings and resolutions**

10. Every notice convening a general meeting shall comply with the provisions of Section 372(3) of the Companies Act 1985 as to giving information to members in regard to their right to appoint proxies; and notices of and other communications relating to any general meeting which any member is entitled to receive shall be sent to the directors and to the auditor for the time being of the Company.

11. Regulation 41 in Table A shall be read and construed as if the words 'and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting, the members present shall be a quorum were added at the end.

### **Appointment of directors**

12. (a) The number of the directors may be determined by ordinary resolution of the Company but unless and until so fixed there shall be no maximum number of directors and the minimum number of directors shall be one. In the event of the minimum number of directors fixed by or pursuant to these Articles or Table A being one, a sole director shall have authority to exercise all the powers and discretions by Table A or these Articles expressed to be vested in the directors generally and the quorum for the transaction of the business of the directors shall be one. Regulation 64 in Table A shall not apply to the Company.

(b) The directors shall not be required to retire by rotation and accordingly Regulations 73, 74 and 75 in Table A shall not apply to the Company and Regulations 76, 77, 78 and 79 in Table A shall be modified accordingly.

13. Any appointment or removal of an alternate director may be made by letter, cable, telex, telegram, facsimile or radiogram or in any other manner approved by the directors. Any cable, telex, telegram, facsimile or radiogram shall be confirmed as soon as possible by letter but is a valid appointment in the meantime. Accordingly Regulation 68 in Table A shall not apply to the Company.

### **Powers of directors**

14. In addition to and without prejudice to the generality of the powers conferred by Regulation 70 of Table A the directors may mortgage or charge all the undertaking and property of the Company including the uncalled capital or any part thereof, and to issue debentures, debenture stock and other securities whether outright or as security for any debt, liability or obligation of the Company or of any third party.

15. A director may vote as a director in regard to any contract or arrangement in which he is interested or upon any matter arising thereout, and if he shall so vote his vote shall be counted and he shall be reckoned in estimating a quorum when any such contract or arrangement is under consideration; and Regulations 94 to 97 in Table A shall be modified accordingly.

16. Any director or member of a committee of the directors may participate in a meeting of the directors or such committee by means of conference telephone or similar communications equipment whereby all persons meeting in this manner shall be deemed to constitute presence in person at such meeting.

### **Single member company**

17. If at any time, and for as long as, the company has a single member all provisions of these Articles shall (in the absence of any expressed provision to the contrary) apply with such modification as may be necessary in relation to a company with a single member.

### **The seal**

18. The seal, if any, shall only be used with the authority of the directors or of a committee of directors. The directors may determine who shall sign any instrument to which the seal is affixed and unless otherwise so determined it shall be signed by a director and by the secretary or second director. The obligation under Regulation 6 of Table A relating to the sealing of share certificates shall apply only if the Company has a seal. Regulation 101 of Table A shall not apply to the Company.

## **Indemnity**

19.(a) Every director or other officer of the Company shall be indemnified out of the assets of the Company against all losses or liabilities which he may sustain or incur in or about the execution of the duties of his office or otherwise in relation thereto, including any liability incurred by him in defending any proceedings, whether civil or criminal, in which judgement is given in his favour or in which he is acquitted or in connection with any application under Sections 144 or 727 of the Companies Act 1985, in which relief is granted to him by the court, and no director or other officer shall be liable for any loss, damage or misfortune which may happen to or be incurred by the Company in the execution of the duties of his office or in relation thereto. But this Article shall only have effect in so far as its provisions are not avoided by Section 310 of the Companies Act 1985.

(b) The directors shall have power to purchase and maintain an insurance policy for any director, officer or auditor of the Company effecting cover against any such liability as is referred to in Section 310(1) of the said Act.

(c) Regulation 118 in Table A shall not apply to the Company.

Names and addresses of Subscribers

Foremost Formations Company Services Limited  
Anglia House  
North Station Road  
Colchester  
Essex  
CO1 1SB  
Company Formation Agent



Dated this 3rd day of May 2001

Witness to the above signature

Janet Black  
Anglia House  
North Station Road  
Colchester  
Essex  
CO1 1SB

