

No. 1788577

**THE COMPANIES ACTS 1948 TO 1981
THE COMPANIES ACTS 1985 AND 1989**

PRIVATE COMPANY LIMITED BY SHARES

Memorandum

(Amended by Special Resolution passed on 17 July 1996)

AND

NEW

Articles of Association

(Adopted by Special Resolution passed on 1 August 1997)

OF

REUTERS HEALTH INFORMATION LIMITED

Incorporated the 3rd day of February, 1984





CERTIFICATE OF INCORPORATION
OF A PRIVATE LIMITED COMPANY

No. 1788577

I hereby certify that

RANCHALLEY LIMITED

is this day incorporated under the Companies Acts 1948 to 1981 as
a private company and that the Company is limited.

Given under my hand at the Companies Registration Office,
Cardiff the

3RD FEBRUARY 1984

D. G. Blackstock

D. G. BLACKSTOCK

an authorised officer



CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME

No. 1788577

I hereby certify that

RANCHALLEY LIMITED

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

**VALUE ADDED MEDICAL PRODUCTS
LIMITED**

Given under my hand at the Companies Registration Office,
Cardiff the 28TH MARCH 1984

D. G. Blackstock

D. G. BLACKSTOCK

an authorised officer



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

Company No. 1788577

The Registrar of Companies for England and Wales hereby certifies that
VALUE ADDED MEDICAL PRODUCTS LIMITED

having by special resolution changed its name, is now incorporated
under the name of
REUTERS HEALTH INFORMATION LIMITED

Given at Companies House, Cardiff, the 6th March 1997

R. C. Edwards

R. C. EDWARDS

For the Registrar of Companies



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

THE COMPANIES ACTS 1948 TO 1981

THE COMPANIES ACTS 1985 AND 1989

PRIVATE COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION
OF
REUTERS HEALTH INFORMATION LIMITED

1. The Name of the Company is "REUTERS HEALTH INFORMATION 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 all or any of the businesses of general merchants and traders, manufacturers, assemblers, distributors, importers, exporters, merchants, factors and shippers of and wholesale and retail dealers in goods, wares, produce, products, commodities, fancy goods, handicrafts, and merchandise of every description, to act as agents for and to enter into agreements and arrangements of all kinds on behalf of such persons, firms or companies as may be thought expedient, and to negotiate, assign and mortgage or pledge for cash or otherwise, any such agreements and the payments due thereunder and any property the subject thereof, to carry on all or any of the businesses of mail order specialists, credit and discount traders, cash and carry traders, manufacturers' agents, commission and general agents, brokers, factors, warehousemen, and agents in respect of raw and manufactured goods, of all kinds, and general railway, shipping and forwarding agents and transport contractors; to create, establish, build up, and maintain an organisation for the marketing, selling, retailing, servicing, advertisement, distribution or introduction of the products, merchandise, goods, wares, and commodities dealt in or services rendered by any persons, firms or companies, and to participate in, undertake, perform, and carry out all kinds of commercial, trading and financial operations and all or any of the operations ordinarily performed by import, export and general merchants, factors, shippers, agents, traders, distributors, capitalists, and financiers, either on the Company's own account or otherwise; and to open and establish shops, stalls, stores, markets and depots for the sale, collection and distribution of the goods dealt in by the Company.
 - (B) To carry on any other trade or business which may seem to the Company capable of being conveniently carried on in connection with the objects specified in Sub-Clause (A) hereof or calculated directly or indirectly to enhance the value of or render profitable any of the property or rights of the Company.

* Name changed from "VALUE ADDED MEDICAL PRODUCTS LIMITED" on 6 March 1997.

** Name changed from "RANCHALLEY LIMITED" on 28 March 1984.

- (C) To purchase, take on lease or in exchange, hire or otherwise acquire and hold for any estate or interest any lands, buildings, easements, rights, privileges, concessions, patents, patent rights, licences, secret processes, machinery, plant, stock-in-trade, and any real or personal property of any kind necessary or convenient for the purposes of or in connection with the Company's business or any branch or department thereof.
- (D) To erect, construct, lay down, enlarge, alter and maintain any roads, railways, tramways, sidings, bridges, reservoirs, shops, stores, factories, buildings, works, plant and machinery necessary or convenient for the Company's business, and to contribute to or subsidise the erection, construction and maintenance of any of the above.
- (E) To borrow or raise or secure the payment of money in such manner as the Company shall think fit for the purposes of or in connection with the Company's business, and for the purposes of or in connection with the borrowing or raising of money by the Company to become a member of any building society.
- (F) For the purposes of or in connection with the business of the Company to mortgage and charge the undertaking and all or any of the real and personal property and assets, present and future, and all or any of the uncalled capital for the time being of the Company, and to issue at par or at a premium or discount, and for such consideration and with and subject to such rights, powers, privileges and conditions as may be thought fit, debentures or debenture stock, either permanent or redeemable or repayable, and collaterally or further to secure any securities of the Company by a trust deed or other assurances. 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 under, takings the Company is interested, whether directly or indirectly.
- (G) To receive money on deposit or loan upon such terms as the Company may approve.
- (H) To lend money to any company, firm or person and to give all kinds of indemnities and either with or without the Company receiving any consideration or advantage, direct or indirect, for giving any such guarantee, and whether or not such guarantee is given in connection with or pursuant to the attainment of the objects herein stated to guarantee either by personal covenant or by mortgaging or charging all or any part of the undertaking, property and assets present and future and uncalled capital of the Company or by both such methods, the performance of the obligations and the payment of the capital or principal (together with any premium) of and dividends or interest on any debenture, stocks, shares or other securities of any company, firm or person and in particular (but without limiting the generality of the foregoing) any company which is for the time being the Company's Holding or Subsidiary company as defined by Section 154 of the Companies Act, 1948, or otherwise associated with the Company in business.
- (I) To establish and maintain or procure the establishment and maintenance of any non-contributory or contributory pension or superannuation funds for the benefit of, and give or procure the giving of donations, gratuities, pensions, allowances, or emoluments to any persons who are or were at any time in the employment or service of the Company, or of any company which is for the time being the Company's Holding or Subsidiary company as defined by Section 154 of the Companies Act, 1948, or otherwise associated with the Company in business or who are or were at any time Directors or officers of the Company or of any such other company as aforesaid, and

the wives, widows, families and dependents of any such persons, and also to establish and subsidise or subscribe to any institutions, associations, clubs or funds calculated to be for the benefit of or to advance the interests and well-being of the Company or of any such other company as aforesaid, or of any such persons as aforesaid, and to make payments for or towards the insurance of any such persons as aforesaid, and to subscribe or guarantee money for charitable or benevolent objects or for any exhibition or for any public, general or useful object, and to do any of the matters aforesaid either alone or in conjunction with any such other company as aforesaid.

- (J) To draw, make, accept, endorse, negotiate, discount and execute promissory notes, bills of exchange and other negotiable instruments.
- (K) To invest and deal with the moneys of the Company not immediately required for the purposes of its business in or upon such investments or securities and in such manner as may from time to time be determined.
- (L) To pay for any property or rights acquired by the Company, either in cash or fully or partly paid-up shares, with or without preferred or deferred or special rights or restrictions in respect of dividend, repayment of capital, voting or otherwise, or by any securities which the Company has power to issue, or partly in one mode and partly in another, and generally on such terms as the Company may determine.
- (M) To accept payment for any property or rights sold or otherwise disposed of or dealt with by the Company, either in cash, by instalments or otherwise, or in fully or partly paid-up shares of any company or corporation, with or without deferred or preferred or special rights or restrictions in respect of dividend, repayment of capital, voting or otherwise, or in debentures or mortgage debentures or debenture stock, mortgages or other securities of any company or corporation, or partly in one mode and partly in another, and generally on such terms as the Company may determine, and to hold, dispose of or otherwise deal with any shares, stock or securities so acquired.
- (N) To enter into any partnership or joint-purse arrangement or arrangement for sharing profits, union of interests or co-operation with any company, firm or person carrying on or proposing to carry on any business within the objects of this Company, and to acquire and hold, sell, deal with or dispose of shares, stock or securities of any such company, and to guarantee the contracts or liabilities of, or the payment of the dividends, interest or capital of any shares, stock or securities of and to subsidise or otherwise assist any such company.
- (O) To establish or promote or concur in establishing or promoting any other company whose objects shall include the acquisition and taking over of all or any of the assets and liabilities of this Company or the promotion of which shall be in any manner calculated to advance directly or indirectly the objects or interests of this Company, and to acquire and hold or dispose of shares, stock or securities and guarantee the payment of dividends, interest or capital of any shares, stock or securities issued by or any other obligations of any such company.
- (P) 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 or possessed of property suitable for the purposes of the Company, or which can be carried on in conjunction therewith or which is capable of being conducted so as directly or indirectly to benefit the Company.

- (Q) To sell, improve, manage, develop, turn to account, exchange, let on rent, grant royalty, share of profits or otherwise, grant licences, easements and other rights in or over, and in any other manner deal with or dispose of the undertaking and all or any of the property and assets for the time being of the Company for such consideration as the Company may think fit.
- (R) To amalgamate with any other company whose objects are or include objects similar to those of this Company, whether by sale or purchase (for fully or partly paid-up shares or otherwise) of the undertaking, subject to the liabilities of this or any such other company as aforesaid, with or without winding up, or by sale or purchase (for fully or partly paid-up shares or otherwise) of all or a controlling interest in the shares or stock of this or any such other company as aforesaid, or by partnership, or any arrangement of the nature of partnership, or in any other manner.
- (S) To subscribe for, purchase or otherwise acquire, and hold shares, stock, debentures or other securities of any other company.
- (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, sub-contractors or otherwise.
- (V) To do all such things as are incidental or conducive to the above objects or any of them.

And it is hereby declared that, save as otherwise expressly provided, each of the paragraphs of this Clause shall be regarded as specifying separate and independent objects and accordingly shall not be in anywise limited by reference to or inference from any other paragraph or the name of the Company and the provisions of each such paragraph shall, save as aforesaid, be carried out in as full and ample a manner and construed in as wide a sense as if each of the paragraphs defined the objects of a separate and distinct 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

ROY C. KEEN,
Temple Chambers,
Temple Avenue,
London EC4Y OHP.

One

Company Director.

NIGEL L. BLOOD,
Temple Chambers,
Temple Avenue,
London EC4Y OHP.

One

Company Director.

Dated the 1st day of January, 1984.

Witness to the above Signature:-

J. JEREMY A. COWDRY
Temple Chambers
Temple Avenue
London EC4Y OHP.

**THE COMPANIES ACTS 1948 TO 1981
THE COMPANIES ACTS 1985 AND 1989**

PRIVATE COMPANY LIMITED BY SHARES

NEW

Articles of Association

(Adopted by Special Resolution passed on 1 August 1997)

OF

**REUTERS HEALTH INFORMATION
LIMITED**

Preliminary

1. The regulations contained in Table A (which expression means that Table A which was prescribed by regulations made pursuant to the Companies Act 1985 and was in force on 1st August 1985) shall apply to the Company with the following modifications:
 - 1.1 they shall not apply to the extent that they are excluded or varied by or inconsistent with these Articles of Association;
 - 1.2 in Table A and in these Articles "Secretary" shall mean the Secretary of the Company or any other person appointed to perform the duties of the Secretary of the Company, including a Joint, Assistant or Deputy Secretary;
 - 1.3 words or expression contained in these Articles of Association bear the same meaning as in the Act (as defined in Table A) but excluding any statutory modification or re-enactment which gives a meaning which is inconsistent with these Articles.

Interpretation

2. In these Articles

- 2.1 "Parent Company" means the immediate holding company of the Company for the time being;
- 2.2 "the Board" means the Board of Directors for the time being of the Company or the Directors present at a duly convened meeting of the Directors at which a quorum is present or any of them acting as the Board of Directors of the Company.

Share Capital

- 2A. The share capital of the Company at the date of the adoption of these Articles is £14,000,000 divided into 14,000,000 Ordinary Shares of £1 each.

Appointment/Removal of Directors

- 3. The Parent Company for so long as it shall have an interest directly or indirectly in a majority in nominal value of such part of the issued share capital of the Company as confers the right for the time being to attend and vote at General Meetings may at any time and from time to time by memorandum in writing appoint any person to be a Director or remove any Director (whether or not appointed under this Regulation 2) from office. Such memorandum shall (except in the case of an appointment or removal by telex or a facsimile copy of an appointment or removal otherwise complying with the requirements of this Regulation) be signed by or on behalf of the holder or holders making such appointment or removal. Every such appointment or removal shall take effect upon receipt of the memorandum by the Secretary. In the case of a corporation it shall be sufficient if such memorandum is signed or issued by a director thereof or by any other officer or official duly authorised in that behalf.

Alternate Directors

- 4. Regulation 66 of Table A shall not apply to the Company. An Alternate Director shall be entitled to receive notice of all meetings of Directors and of all meetings of committees of Directors of which his appointor is a member, to attend and vote at any such meeting at which the Director appointing him is not personally present, and generally to perform all the function of his appointor as a Director in his absence but shall not, without the authority of the Board, be entitled to receive any remuneration from the Company for his services as an Alternate Director. However, it shall not be necessary to give notice of such a meeting to an Alternate Director who is absent from the United Kingdom. Every Alternate Director shall be entitled to sign or, in the case of a telex, facsimile transmission or electronic mail transmission, send on

behalf of the Director appointing him a resolution in writing of the Directors pursuant to Regulation 12.

5. Regulation 68 of Table A shall not apply to the Company. Any appointment or removal of an Alternate Director shall be by written notice signed (except in the case of an appointment or removal by telex or a facsimile transmission of an appointment or removal otherwise complying with the requirements of this Article) by the Director making or revoking the appointment, or in such other manner as the Directors may approve, and deposited or received at the office, or received by the Secretary.

Local Boards and Agents

6. Regulation 71 of Table A shall not apply to the Company. The Board may establish any divisional, departmental, regional or local boards or agencies for managing any of the affairs of the Company, either in the United Kingdom or elsewhere, and may appoint any persons (whether being Directors or not) to be members of such boards or agencies and may appoint by power of attorney or otherwise any such persons as aforesaid to be regional directors, local directors or agents, and may fix the remuneration of any persons so appointed, and may delegate to any such board, agency, regional director, local director or agent any of the powers, authorities and discretions vested in the Board, with power to sub-delegate, and may authorise the members of any such boards or agencies or any of them, to fill any vacancies therein, and to act notwithstanding vacancies, and any such appointment or delegation may be made upon such other terms and subject to such other conditions as the Board may think fit, and the Board may remove any person so appointed, and may revoke or vary any such delegation, but no person dealing in good faith and without notice of any such revocation or variation shall be affected thereby.

Delegation of Directors' Powers

7. Regulation 72 of Table A shall not apply to the Company. Subject to the provisions of the Act, the Board may delegate any or all of its powers, authorities and discretions under these Articles of Association (irrespective of whether such powers, authorities and discretions are described in these Articles as vesting in or belonging to the Directors or the Board) to any committee consisting of one or more persons (whether or not being Directors).

The Board may also delegate to any managing director or any director holding any other executive office such of its powers, authorities and discretions as it considers desirable to be exercised by him. Any such appointment or delegation may be made upon such terms and subject to such conditions as the Board may think fit and either collaterally with or to the exclusion of its own powers. Subject to such terms and conditions, the proceedings of a committee with two or more members shall be governed by the provisions of these Articles of Association regulating the proceedings of the Board so far as they are capable of applying. The Board may remove any person so appointed, and

may revoke or vary any such delegation, but no person dealing in good faith and without notice of any such revocation or variation shall be affected thereby.

No Rotation of Directors

8. Regulations 73 to 78 inclusive and regulation 80 of Table A shall not apply to the Company. Directors shall remain continuously in office, without rotation, from the date of their appointment until their resignation or removal.

Casual Vacancy

9. Regulation 79 of Table A shall not apply to the Company. The Directors shall have the power to appoint any person to be a Director either to fill a casual vacancy or as an addition to the existing Directors, subject to any maximum for the time being in force, and any Director so appointed shall hold office until he is removed or resigns.

Notice of Meetings

10. In Regulation 88 in Table A there shall be substituted for the third sentence the following sentences, namely: "Every Director shall be given notice of every meeting of the Directors, such notice to be sent to such address as is notified by him to the Company for this purpose or otherwise communicated to him personally. Any Director may by notice to the Company either before or after the meeting waive his right to receive notice of the meeting and any Director who either:
 - (a) is present at the commencement of a meeting whether personally or by his Alternate Director; or
 - (b) does not, within 7 days following its coming to his attention that a meeting has taken place without prior notice of such meeting having been given to him pursuant to this Regulation, notify the Company that he desires the proceedings at such meeting to be regarded as a nullity.

shall be deemed thereafter to have waived his right to receive notice of such meeting pursuant to this Regulation".

Quorum

11. The following sentence shall be substituted for the final sentence of Regulation 89 in Table A, namely:

"For the purpose of determining whether a quorum exists for the transaction of the business of the Directors:

- (a) in the case of a resolution of Directors, who would (if attending a meeting) comprise a quorum, and who are in telephonic or audio visual communication with one another, any such resolution shall be as valid and effectual as if passed at a meeting of the Directors duly convened and held;
- (b) in the case of a meeting of the Directors, in addition to the Directors present at the meeting, any Director in telephonic or audio visual communication with such meeting shall be counted in the quorum and entitled to vote; and
- (c) any person attending a meeting of the board, or in telephonic or audio visual communication with such a meeting, who is both a Director and is acting as an Alternate Director for one or more of the Directors shall for the purpose of the quorum be counted as one for each such person for whom he is acting as an Alternate Director and, if applicable, also be counted as a Director, but not less than two individuals shall constitute a quorum".

Resolutions in Writing

12. Regulation 93 of Table A shall not apply to the Company. A resolution in writing signed or given by all the Directors or Committee members entitled to receive notice of a meeting of Directors or of a committee of the Board shall be as valid and effectual as if it had been passed at a meeting of Directors or (as the case may be) a committee of the Board duly convened and held either:
 - (a) if it consists of an instrument executed by or on behalf of each such Director or committee member; or
 - (b) if it consists of several instruments in the like form each either:
 - (i) executed by or on behalf of one or more of such Directors or committee members; or
 - (ii) sent by or on behalf of one or more of such Directors or committee members by telex, facsimile transmission or electronic mail and deposited or received at the office or received by the Secretary.

Disclosure of Interests

13. Regulation 94 of Table A shall not apply to the Company. Subject to the provisions of the Act a Director who is in any way either directly or indirectly interested in a contract, arrangement or matter or proposed contract or arrangement with or concerning the Company shall declare the nature of his interest at meeting of the Directors in accordance with Section 317 of the Act. A Director shall declare his interest in the same manner if he was (directly or

indirectly) a duty which conflicts or may conflict with the interests of the Company. Subject to such disclosure, a Director shall be entitled to vote in respect of any contract, arrangement or matter in which he is interested, directly or indirectly or in which his duty conflicts or may conflict with the interests of the Company, and if he shall do so his vote shall be counted and he may be taken into account in ascertaining whether a quorum is present.

Secretary

14. Regulation 99 of Table A shall not apply to the Company. Each holder for the time being of the office of Secretary, Deputy Secretary or Assistant Secretary of the ultimate holding company of the Company, and each person appointed for the time being to perform the duties of any such office, whether in place of the holder thereof or under circumstances where there is no holder thereof, shall, for so long as he is such holder or so appointed, be also the Secretary, the Deputy Secretary or the Assistant Secretary, respectively, of the Company, unless otherwise determined by the Directors.

Minutes

15. Regulation 100 of Table A shall not apply to the Company. The Board shall cause proper minutes to be made of all General Meetings of the Company and also of all appointments of officers, and of proceedings of all meetings of the Board, and of the attendance thereat, and all business transacted at such meetings; and any such minutes relating to any such meeting, if purporting to be signed by the Chairman of the meeting, or by the Chairman of the next succeeding meeting, shall be conclusive evidence without any further proof of the facts therein stated.

The Seal

16. Regulation 101 of Table A shall not apply to the Company. The Directors may determine which person or persons shall sign any instrument to which the seal is affixed and unless otherwise so determined it shall be signed by any Director or by the Secretary. The use of the seal shall not, unless they shall otherwise determine, require the authority of the Directors.

Notices

17. In Regulation 112 of Table A, the following words shall be inserted at the end of the first sentence, namely:
"or by sending it by telex or facsimile transmission to such telex or facsimile number as the member shall have given to the Company for the purpose."

18. In Regulation 115 of Table A, there shall be inserted:

- (a) after the words "prepaid and posted" the following words, namely: "or that a notice was properly sent by telex or facsimile transmission"; and
- (b) after the words "it was posted", the following words, namely: "or after the time at which it was sent by telex or facsimile transmission".

Indemnity and Insurance

19. Regulation 118 of Table A shall not apply to the Company. Subject to the provisions of and so far as may be permitted by the Act, every Director, Auditor, Secretary, employee or officer of the Company shall be entitled to be indemnified by the Company, and the Company shall be entitled to purchase and maintain, or contribute to the maintenance of, insurance in favour of any such Director, Auditor, Secretary, employee or officer, against all costs, charges, losses, expenses and liabilities incurred by him in the execution and discharge of his duties or in relation thereto.

Company No: 1788577

REUTERS HEALTH INFORMATION LIMITED

Resolutions in writing of the sole shareholder

The undersigned:

1. being the holder of all the issued shares of each of the following classes:

- Ordinary Shares of £1 each;
- "B" Ordinary Shares of 1p each;
- Cumulative Redeemable Preference Shares of £1 each;

in the capital of Reuters Health Information Limited ("the Company") hereby consents to the passing of Resolutions 2(a) and (b); and

2. being the sole member of the Company entitled to receive notice of and vote at General Meetings, hereby resolves as follows:

SPECIAL RESOLUTIONS

- (a) (i) That each Cumulative Redeemable Preference Share of £1 in the capital of the Company, whether issued or unissued, be and is hereby converted into one Ordinary Share of £1; and
- (ii) that every 100 "B" Ordinary Shares of 1p each in the capital of the Company, whether issued or unissued, be and are hereby converted and consolidated into one Ordinary Share of £1,

all such Ordinary Shares to rank *pari passu* in all respects with the existing Ordinary Shares of the Company.

- (b) that the Articles of Association produced with this resolution be and are hereby adopted as the Articles of Association of the Company in substitution for and to the exclusion of the existing Articles of Association.

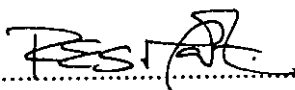
ORDINARY RESOLUTIONS

- (c) That the authorised capital of the Company be increased from £1,519,000 to £14,000,000 by the creation of 12,481,000 new Ordinary Shares of £1 each ranking *pari passu* in all respects with the existing Ordinary Shares of the Company;

- (d) that the allotment and issue by the Directors on 31 July 1997 of 55 "B" Ordinary Shares of 1p each be and is hereby ratified and confirmed;
and
- (e) that authorisation be and is hereby given until 31 December 1997 for the allotment and issue by the Directors of up to 13,554, 138 Shares of £1 each in the capital of the Company.

DATED: 1 August 1997

Reuters Limited

By: 
R E S Martin
Assistant Secretary