

Amending document.

This document supersedes the document filed 13 December 2002

THE COMPANIES ACTS 1985 - 1989

PUBLIC COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION

of

HEALTHCARE ENTERPRISE GROUP PLC¹

- 1 The Company's name is Healthcare Enterprise Group PLC.
- 2 The Company is to be a public company.²
- 3 The Company's registered office is to be situated in England and Wales.
- 4 The objects for which the Company is established are:
 - (A) To acquire and hold for investment shares, stocks, debentures, debenture stock, bonds, obligations and securities issued or guaranteed by any company, and debentures, debenture stock, bonds, obligations and securities issued or guaranteed by any government, sovereign, ruler, commissioners, public body or authority supreme, municipal, local or otherwise with any Bank or Building Society and to act as and perform all the functions of a holding company or investment company.
 - (B) To carry on business as a general commercial company, to buy, sell, manufacture and deal in goods stores and consumable articles of all kinds, both wholesale and retail, and to transact every kind of agency business.

¹ By a special resolution of 9 March 1999 the name of the Company was changed from MyVal.com Limited to MyVal.com PLC.

By a special resolution of 8 May 2001 the name of the Company was changed from MyVal.com PLC to Interactivity Group plc.

By a special resolution of 10 March 2003 the name of the Company was changed from Interactivity Group plc to Healthcare Enterprise Group PLC.

² By a special resolution of 9 March 1999 the Company was re-registered as a public company, having been incorporated as a private limited company.

- (C) To purchase, take on lease or on hire or otherwise acquire, hold, develop, sell, hire out, grant leases or licences or otherwise dispose of or deal with real and personal property of all and any kinds any interest, right or privilege therein, for such consideration and on such terms as may be considered expedient.
- (D) To purchase, subscribe for or otherwise acquire and hold and deal with , any shares, stocks, debentures, bonds or securities of any other Company.
- (E) To sell or otherwise dispose of the whole or any part of the business and/or undertaking of the Company, either together or in portions for such consideration and on such terms as may be considered expedient.
- (F) To purchase or otherwise acquire and undertake, and to supervise and manage, all or any part of the business, property, assets and liabilities of any person or company.
- (G) To invest and deal with the monies of the Company not immediately required for the purpose of its business in or on such investments or securities and in such manner as may be considered expedient, and to dispose of or vary any such investments or securities.
- (H) To enter into any partnership or into any arrangement for sharing profits or to amalgamate with any person or company carrying on or proposing to carry on any business.
- (I) To lend or advance money or give credit to such persons or companies and on such terms as may be considered expedient, and to receive money on deposit or loan from any person or company.
- (J) To borrow or raise money on such terms and on such security as may be considered expedient and, in particular, but without limiting the generality of the foregoing, by the issue or deposit of debentures, and to secure the requirement of any money borrowed, raised or owing by mortgage, charge or lien or in the whole or any part of the undertaking, property and assets of the Company both present and future, including its uncalled capital.
- (K) To give indemnity for, or to guarantee, support or secure the performance of all or any of the obligations of any person or company whether by personal covenant or by mortgage, charge or lien on the whole or any part of the undertaking, property and assets of the Company both present and future, including its uncalled capital, or by all or any of such methods; and in particular, but without limiting the generality of the foregoing, to give indemnity for, or to guarantee, support or secure whether by person covenant or by any such mortgage, charge, or lien, or by all or any of such methods, the performance of all or any of the obligations (including the repayment or payment of the principal and

premium of, and interest on, any securities) of any company which is for the time being the Company's holding company or subsidiary or another subsidiary of any such holding company.

- (L) To pay for any property, assets or rights acquired by the Company, and to discharge or satisfy any debt, obligations or liability of the Company, either in cash or in shares with or without preferred or deferred rights in respect of dividend or repayment of capital or otherwise, or by any other securities which the Company has power to issue, or partly in one way and partly in another, and generally on such terms as may be considered expedient.
- (M) To accept payment for any property, assets or rights disposed of or dealt with or for any services rendered by the Company, or in discharge or satisfaction of any debt, obligation or liability to the Company, either in cash or in shares, with or without deferred or preferred rights in respect of dividend or repayment of capital or otherwise, or in any other securities, or partly in one way and partly in another, and generally on such terms as may be considered expedient.
- (N) To form, promote, finance or assist any other company, whether for the purposes of acquiring all or any of the undertaking, property and assets of the Company or for any other purpose which maybe considered expedient.
- (O) To issue, place, underwrite or guarantee the subscription of, or concur or assist in the issuing or placing, underwriting or guaranteeing the subscription of shares, stocks, debentures, bonds and other securities of any company on such terms as to remuneration and otherwise as may be considered expedient.
- (P) To apply for, purchase or otherwise acquire and hold, use, develop, sell, licence or otherwise dispose of or deal with patents, copyrights, designs, trade marks, secret processes, know-how and inventions and any interest therein.
- (Q) To draw, make, accept, endorse, negotiate, discount, execute and issue promissory notes, bills of exchange, scrip warrants and other transferable or negotiable instruments.
- (R) To establish and maintain or procure the establishment and maintenance of any pension, superannuation funds or retirement benefit schemes (whether contributory or otherwise) for the benefit of, and to give or procure the giving of donations, gratuities, pensions, allowances, emoluments and any other relevant benefits to any persons who are or were at any time in the employment or service of the Company, or of any company which is a subsidiary or holding company of the Company or which is a subsidiary of any such holding company or is allied to or associated with the Company, or any such subsidiary or of any of the predecessors of the Company or any such other company as aforesaid, or who may be or have been Directors or officers of the Company, or of any such other

company as aforesaid, or who may be or have been Directors or officers of the Company, or of any such other company as aforesaid, and the wives, widows, families and dependants of any such persons, and to establish, subsidise and subscribe to any institutions, associations, societies, clubs, trusts or funds calculated to be for the benefit of, or to advance the interests and well being of, the Company or of any 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 do any of the matters aforesaid either alone or in conjunction with any such other company as aforesaid without prejudice to the generality of the foregoing to act either alone or jointly as trustee or administrator for the furtherance of any of the aforesaid purposes.

- (S) To establish, on and subject to such terms as may be considered expedient, a scheme or schemes for or in relation to the purchase of, or subscription for, any fully or partly paid shares in the capital of the Company by, or by trustees for, or otherwise for the benefit of, employees of the Company or of its subsidiary or associated companies.
- (T) To the extent permitted by law, to give financial assistance for the purpose of the acquisition of shares of the Company or for the purpose of reducing or discharging a liability incurred for the purpose of such an acquisition and to give such assistance by means of a gift, loan, guarantee, indemnity, the provision of security or otherwise.
- (U) To subscribe or guarantee money for any national, charitable, benevolent, public, general, political or useful object, and to undertake and execute any trusts the undertaking whereof may be considered expedient, and either gratuitously or otherwise.
- (V) To enter into any arrangement with any Government or other authority, supreme, municipal, local or otherwise, and to obtain from any such Government or authority any rights, concessions, privileges, licences and permits, and to promote any legislation, as may be considered expedient.
- (W) 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, and for such purpose to distinguish and separate capital from profits, but so that no distribution amounting to a reduction of capital shall be made except with the sanction (if any) for the time being required by law.
- (X) To remunerate any person or company rendering service to the Company in any manner and to pay all costs, charges and expenses incurred or sustained in or about the promotion and establishment of the Company and of any other company formed, promoted, financed or assisted by the Company, or which the Company shall consider to be in the nature of preliminary expenses in relation to the Company or any such other

company, including the cost of advertising, commissions for underwriting, brokerage, printing and stationery, and the legal and other expenses of the promoters.

- (Y) To carry on any business which, in the opinion of the Directors of the Company, may seem capable of being conveniently carried on in connection with or as ancillary to any of the above businesses or calculated directly or indirectly to enhance the value of or render profitable any of the property of the Company or to further any of its objects and to do all other things as may be incidental or conducive to the attainment of any of the objects of the Company.
- (Z) To do all or any of the above things in any part of the world, either alone or in conjunction with others, and either as principals, agents, contractors, trustees or otherwise and either by or through agents, contractors, trustees or otherwise. It is hereby declared (1) that the expression "subsidiary" and "holding company" where they appear in this Clause shall have the meanings ascribed to those expressions by Section 736 of the Companies Act 1985; (2) that, where the context so admits, the word "company" in this Clause shall be deemed to include any partnership or other body of persons whether or not incorporated and, if incorporated, whether or not a company within the meaning of the Companies Act 1985; and (3) that the objects specified in each of the sub-clauses of this Clause shall be regarded as independent objects and accordingly shall in no way be limited or restricted (except where otherwise expressed therein) by reference to or inference from the terms of any other sub-clause or the name of the Company, but may be carried out in as full and ample a manner and construed in as wide a sense as if defined the objects of a separate and distinct company.

5 The liability of the members is limited.

6 The Company's share capital is £4,000,000 divided into 3,253,989,076 ordinary shares of £0.001 each and 186,502,731 deferred shares of 0.4p each.³

³ By a special resolution of 21 October 1998 the authorised share capital of the Company was increased from 1000 ordinary shares of £1 each to 100,000,000 ordinary shares of £0.01 each.

By a written resolution of 3 March 1999 the share capital of the Company was consolidated and divided from 100,000,000 ordinary shares of £0.01 each into 10,000,000 ordinary shares of £0.10 each.

By an ordinary resolution of 14 April 2000 the share capital of the Company was subdivided from 10,000,000 ordinary shares of £0.10 each into 200,000,000 shares of £0.005 each.

By a written resolution of 17 April 2002 the authorised share capital of the Company was increased from £1,000,000 to £2,500,000 by the creation of 300,000,000 additional ordinary shares of £0.005 each.

By an ordinary resolution of 10 March 2003 each issued ordinary share of £0.005 each in the capital of the Company was sub-divided and converted into one ordinary share of £0.001 and one deferred share of £0.004.

By an ordinary resolution of 10 March 2003 each of the unissued ordinary shares of £0.005 each in the capital of the Company was sub-divided into 5 ordinary shares of £0.001.

By an ordinary resolution of 10 March 2003 the authorised share capital of the Company was increased from £2,500,000 to £4,000,000 by the creation of 1,500,000,000 ordinary shares of £0.001 each.

By a special resolution of 13 November 2003 the authorised share capital of the Company was increased from £4,000,000 to £20,746,010.92 by the creation of 16,746,010,924 ordinary shares of £0.001 each.

By an ordinary resolution of 10 January 2005 the ordinary issued and unissued share capital of the Company was consolidated, converted and redesignated from 20,000,000 ordinary shares of £0.001 each into 800,000,000 ordinary shares of £0.025 each. With effect from 10 January 2005, the authorised share capital of the Company therefore comprised 800,000,000 ordinary shares of £0.025 and 186,502,731 deferred shares of £0.004 each.