

ARTICLES OF ASSOCIATION OF EMC INSTYTUT MEDYCZNY SA

General Provisions

1.

1. The business name of the Company is EMC Instytut Medyczny Spółka Akcyjna.
2. The Company may use the abbreviated name EMC Instytut Medyczny S.A.
3. The registered seat of the Company is situated in Wrocław.
4. The Company shall carry out its business in and outside of the territory of the Republic of Poland.
5. The Company may establish home and foreign subsidiaries and agencies, run development and research centres, manufacturing plants, commercial and service-providing establishments, as well as participate in other home and foreign companies.
6. The Company may issue bonds entitling subscription for shares issued by the Company in return for the bonds, as well as bonds entitling the bondholders to have the pre-emptive right to subscribe for the Company's shares.

2.

1. The founders of the Company are: Piotr Gerber, Hanna Gerber and Jarosław Leszczyszyn.
2. The Company was established through amalgamation, by virtue of article 492, clause 1 (2) of the Code of Commercial Partnerships and Companies, of EuroMediCare Instytut Medyczny sp. z o.o. (limited company) with its registered seat in Wrocław and EuroMediCare Serwis sp. z o.o. (limited company), with its registered seat in Wrocław.

3.

The Objects for which the Company is established are:

1. human health activities (PKD 86) [*PKD – Polish Classification of Businesses, based on NACE*],
2. other research and experimental development on natural sciences and engineering (PKD 72.19.Z)
3. other education n.e.c. (PKD 85.59.B),
4. activity related to food (PKD 56),
5. other financial service activities, except insurance and pension funding (PKD 64.9),
6. construction of buildings (PKD 41),
7. real estate activities (PKD 68)
8. business and other management consulting services (PKD 70.22.Z),
9. architectural and engineering activities and related technical consultancy (PKD 71.1),
10. other technical testing and analysis (71.20.B)
11. retail sale of pharmaceuticals in specialised stores (47.73.Z)
12. retail sale of medical and orthopaedic goods in specialised stores (PKD 47.74.Z)
13. manufacture of basic pharmaceutical products and pharmaceutical preparations (PKD 21).
14. construction of pipelines, telecommunication and power lines (PKD 42.2),
15. construction of transmission pipelines and power distribution systems (PKD 42.21.Z),
16. construction of telecommunication and power lines (PKD 42.22.Z),
17. construction of other civil engineering structures (PKD 42.9),
18. specialised construction activities (PKD 43),
19. retail sale in non-specialised stores (PKD 47.1),
20. retail sale of food, beverages and tobacco in specialised stores (PKD 47.2),
21. retail sale of cultural and recreation goods in specialised stores (PKD 47.6),
22. retail sale of cosmetic and toilet articles in specialised stores (PKD 47.75.Z),
23. other retail sale of new goods in specialised stores (PKD 47.78.Z),
24. hotels and similar accommodation (PKD 55.10.Z),
25. holiday and other short-stay accommodation (PKD 55.20.Z),
26. other accommodation (PKD 55.90.Z),
27. publishing of books, periodicals and other publishing activities, excluding software (PKD 58.1),
28. activities of head offices) and holding companies, except financial holding companies (PKD 70.10.Z),

29. management consultancy activities (PKD 70.2),
30. research and experimental development on (PKD 72.11.Z),
31. market research and public opinion polling (PKD 73.20.Z),
32. specialised design activities (PKD 74.10.Z),
33. other professional, scientific and technical activities n.e.c. (PKD 74.90.Z),
34. renting and leasing of other machinery, equipment and tangible goods n.e.c. (PKD 77.39.Z),
35. leasing of intellectual property and similar products, except copyrighted works (PKD 77.40.Z),
36. activities of employment placement agencies and personnel search (PKD 78.10.Z),
37. other human resources provision (PKD 78.30.Z),
38. technical and vocational secondary education, except post-secondary non-tertiary education (PKD 85.32).

4.

The term of the Company shall be unlimited.

Initial capital

5.

The initial capital of the Company is PLN 26,550,448.00 (say: twenty six million five hundred fifty thousand four hundred forty eight zlotys) divided into:

- a) 1,500,038 (say: one million five hundred thousand thirty-eight) registered privileged series A shares numbered 0000001 to 1500038, of a nominal value PLN 4.00 (say: four zlotys) each.
- b) 2,500,062 (say: two million five hundred thousand sixty-two) ordinary bearer series B shares numbered 0000001 to 2500062, of nominal value PLN 4.00 (say: four zlotys) each.
- c) 1,500,000 (say: one million five hundred thousand) ordinary bearer series C shares numbered 0000001 to 1500000, of nominal value PLN 4.00 (say: four zlotys) each.
- d) 400,000 (say: four hundred thousand) ordinary bearer series D shares numbered 0000001 to 0400000, of nominal value PLN 4.00 (say: four zlotys) each.
- e) 737,512 (say: seven hundred thirty seven thousand five hundred twelve) ordinary bearer series E shares numbered 0000001 to 0737512, of nominal value PLN 4.00 (say: four zlotys) each.

Series A and B shares have been fully covered before the registration of the Company. Series C, D and E shares have been fully covered by cash contributions before the registration of the increase of the initial capital by way of the issue of series C, D and E shares, respectively.

6.

1. The Company shall have the right to issue both registered and bearer shares.
2. The Management Board shall keep a share register for the registered shares. The Management Board may commission a bank or an investment company in the Republic of Poland to keep the share register.
3. Series A shares are privileged shares carrying the right of vote. The idea of privilege means that one series A share entitles to two votes.
4. Registered shares may be changed to bearer shares upon the Management Board's written consent only, on pain of invalidity. The Management Board shall either agree or disagree within 30 days of filing a motion for the consideration of that matter.
5. Sale or pledge of the registered shares shall require the Management Board's consent. In the motion to grant consent for the sale or pledge of the registered shares, a shareholder shall specify a person for which the sale or pledge is to be made, and in the case of payable sale – also the sale price.
6. The registered shares shall be sold or pledged upon the Management Board's written consent on pain of invalidity. The Management Board shall either agree or disagree within 14 days of filing a motion for the consideration of that matter.
7. Should the Company disagree to sell the registered shares, it should appoint within 60 days another buyer and decide when and where the price will be paid. In the event that the Company fails to appoint another buyer, the shares shall be sold unrestricted.
8. Any sale of series A shares performed in violation of the provisions provided herein shall be deemed to have no effect on the Company, and the buyer shall not be entered to the share register.
9. The shares may be redeemed upon a shareholder's consent by being purchased by the Company. The redemption of shares shall require a resolution of the General Meeting and reduction of the initial capital, unless the redemption is made from the net profit of the Company.
10. Granting the right to vote to a pledgee or a usufructuary shall require the Supervisory Board's consent.

7.

1. The distributable profit shall be distributed by the General Meeting in proportion to the shareholding.
2. Upon the Supervisory Board's consent, the Management Board shall have the right to pay the advance on dividend expected at a financial year-end, provided the Company has sufficient resources at its disposal.

Governing Bodies

8.

The governing bodies are:

- a) Management Board,
- b) Supervisory Board,
- c) General Meeting.

The Management Board

9.

1. The Company's Management Board shall be composed of one or more Members. In case of only one member, the Management Board shall comprise the President of the Management Board, and in case of more than one member, the Management Board shall comprise the President of the Management Board, the Vice-President, and members of the Management Board. Members of the Board, including the President and the Vice-President, shall be appointed and dismissed by the Supervisory Board. The first Management Board shall be appointed by virtue of a resolution on Companies' amalgamation.
2. The Management Board shall be appointed for a 5-year joint term.
3. The Management Board shall represent the Company externally and run the Company's business, except for matters that are within the competence of the Supervisory Board and the General Meeting.
4. Particulars regarding the scope of competence and the procedures of the Management Board, including matters requiring the Board's resolutions, shall be specified in the Board's bylaws prepared and approved by the Supervisory Board.
5. The resolutions shall be adopted by the Management Board by the absolute majority of votes. In case of a tie, the President shall have the casting vote.
6. The following persons shall be authorized to file declarations of intent:
 - a). the President of the Management Board alone
 - b). the Vice-Presidents of the Management Board alone
 - c). two members of the Management Board or a member of the Management Board acting jointly with the proxy.

The Supervisory Board

10.

1. The Supervisory Board shall be composed of five (5) to seven (7) members, appointed and dismissed by the General Meeting.
2. Members of the Supervisory Board shall be appointed for a 5-year term.
3. Members of the Supervisory Board shall be appointed for a joint term.
4. The first meeting of the Supervisory Board shall be convened by the founders-shareholders, mentioned in clause 2(1), by way of a resolution adopted unanimously, and thereafter every first meeting of the Supervisory Board shall be convened by the President of the Board.
5. During the first meeting of a new term, the members of the Supervisory Board shall elect the Chairman and the Vice-Chairman from among its members. The Chairman and the Vice-Chairman may be dismissed by a resolution of the Supervisory Board at any time, which shall not however result in the termination of their mandate.
6. The Chairman of the Supervisory Board shall convene meetings of the Supervisory Board, preside over and conduct the meetings of the Supervisory Board.

7. The Chairman of the Supervisory Board shall be obliged to convene a meeting of the Supervisory Board upon a motion of the member of the Supervisory Board or the Management Board containing the suggested agenda. The meeting of the Supervisory Board should be convened within fourteen (14) days of filing the motion at the latest. Otherwise, the meeting may be convened by a member himself/herself specifying the date, place and agenda of the meeting.
8. An invitation to the meeting of the Supervisory Board, containing the date, place, and suggested agenda, should be sent via the registered mail or in an electronic form to an e-mail address specified by a member of the Supervisory Board at least seven (7) days in advance. Resolutions concerning matters not included in the agenda may not be adopted, unless all members of the Supervisory Board are present at the meeting and none of them objects.
9. A meeting of the Supervisory Board may be convened without any formal invitation, provided all Members of the Supervisory Board give their consent on the day of meeting at the latest and confirm their consent in writing or sign the attendance list.
10. The members of the Supervisory Board may adopt resolutions by voting in writing on behalf of another member of the Supervisory Board. However, the matters introduced to the agenda during a meeting of the Supervisory Board shall not be voted in writing.
11. Resolutions of the Supervisory Board may be adopted in writing or by using remote communication facilities. A resolution shall be deemed valid if all members were notified of its content. The date of adopting a resolution, using the methods mentioned in this subclause 11, shall be the date of signing it by the last from the number of members of the Supervisory Board necessary for adopting or voting down a given resolution.
12. The methods of adopting resolutions, as described in subclauses 10 and 11, shall not apply to appointing the Chairman, the Vice-Chairman, and members of the Management Board, or to dismissing or suspending the above persons.
13. Where the Supervisory Board is composed of five (5) members, the quorum to adopt resolutions is at least three (3) members. Where the Supervisory Board is composed of six (6) or seven (7) members, the quorum to adopt resolutions shall be at least four (4) members, providing all members were invited in accordance with clause 10(8).
14. The resolutions adopted by the Supervisory Board shall be adopted by absolute majority of votes, unless the Articles of Association or the law provide otherwise. In case of a tie, the Chairman shall have the casting vote.
15. The Supervisory Board shall supervise each and every operation of the Company at all times.
16. Except for the matters subject to the Code of Commercial Companies and Partnerships, the Supervisory Board shall:
 - a) appoint and dismiss members of the Management Board, including the President of the Management Board;
 - b) (deleted)
 - b) file motions to the General Meeting for vote of confidence for the members of the Management Board;
 - c) decide on the remuneration of the members of the Management Board employed or otherwise contracted by the Company, and determine the bonuses, as well as the terms and conditions of their employment with the Company;
 - d) approve the bylaws of the Management Board;
 - e) choose a chartered auditor authorized to make audits of the financial statements;
 - f) agree to acquire or dispose of a real property or share in a real property by the Company;
 - g) state its opinion on the matters included in the agenda of the General Meeting, if deemed justified by the Supervisory Board.
17. The Supervisory Board shall represent the Company in agreements and disputes with the members of the Management Board. The person each time authorized by way of a resolution to sign all and any documents on behalf of the Supervisory Board shall be the Chairman of the Supervisory Board or other member appointed in a resolution adopted by the Supervisory Board. The same procedure shall apply to matters relating to the employment of members of the Management Board.
18. Should a member of the Supervisory Board be delegated to perform the duties of a member of the Management Board, his/her mandate shall be suspended, and his/her right to remuneration shall be terminated. The member of the Supervisory Board delegated to perform the duties of a member of the Management Board shall be entitled to a separate remuneration specified in a resolution of the Supervisory Board.
19. The members of the Management Board are entitled to sit on the Supervisory Board in a non-voting advisory capacity, except where the matters relating to the Management Board and its members are decided.
20. The General Meeting shall have the right to adopt a resolution on the bylaws of the Supervisory Board, constituting its organizational and procedural framework.

21. The members of the Supervisory Board shall be entitled to remuneration and a compensation of all costs incurred in connection with their function, in accordance with the resolution adopted by the General Meeting.

General Meeting

11.

1. The General Meetings are ordinary or extraordinary.
2. The Ordinary General Meeting shall be convened by the Management Board within six (6) months of the end of each financial year. The Supervisory Board or shareholders representing at least half of the initial capital or at least half of the total votes in the Company may convene the Ordinary General Meeting if the Management Board fails to do so within the above specified period of time.
3. The Extraordinary General Meeting shall be convened by the Management Board. The Extraordinary General Meeting may also be convened on the Supervisory Board's request by the Supervisory Board itself if the Management Board failed to do so within fourteen (14) days of a receipt of the Supervisory Board's request. The Extraordinary General Meeting may also be convened by shareholders representing at least half of the initial capital or at least half of the total votes in the Company.
4. The agenda shall be compiled by the entity convening the General Meeting.
5. The shareholders or a shareholder whose shareholding amounts to at least 1/20 of the initial capital shall have the right to demand that the Extraordinary General Meeting be convened or that certain matters be included in the agenda of the forthcoming General Meeting. Such demand should be submitted to the Management Board. The demand may be also submitted in an electronic form.
6. The General Meeting shall be held in Wrocław or Warszawa.
7. The shareholders may attend the General Meeting in person or by proxy. A shareholder who holds shares registered in more than one safekeeping account may appoint separate proxies to execute rights from shares registered in each account.
8. The General Meeting shall have the right to adopt resolutions without being formally convened, providing all shareholding represented at the Meeting agrees and none of the present objects against the Meeting to take place or particular items to be introduced to the agenda.
9. Unless otherwise provided in the Code of Commercial Companies and Partnerships, the General Meeting shall be effective irrespective of the shareholding attending the Meeting.
10. Except for the first General Meeting which is to be opened by the founders-shareholders, mentioned in clause 2(1) of the Articles of Association, the General Meeting shall be opened by the Chairman of the Supervisory Board or a person appointed by him/her. Next, the Chairman of the General meeting shall be elected from among the persons authorized to attend the General Meeting.
11. Unless the provisions of the Code of Commercial Companies and Partnerships or of the Articles of Association require that more restrictive conditions be applied, the General Meeting shall adopt resolutions by absolute majority of votes.
12. The objects for which the Company was established may change without the redemption of shares of those shareholders who object any such change, providing the resolution adopted to that effect is passed by the majority of two thirds of votes and the quorum of at least 50 percent of the shareholding.
13. The following matters, other than those mentioned in the Code of Commercial Companies and Partnerships shall not be decided otherwise than by way of a resolution of the General Meeting:
 - a) appointing and dismissing the members of the Supervisory Board;
 - b) adoption of the remuneration policy and deciding the remuneration of the members of the Supervisory Board;
 - c) adoption of the bylaws of the Supervisory Board;
 - d) creation and liquidation of reserve capitals.
14. Purchase and sale of properties or a share in a property as well as the right of perpetual usufruct is not within the competence of the General Meeting.

Accounting

12.

1. The financial year shall be the calendar year.
2. The first financial year shall begin on the day of the Company's registration and end 31 December 2005.

13.

1. The Company shall have reserve capital to cover balance sheet losses. At least 8% of the annual pure profit shall increase the reserve capital until its amount reaches 1/3 of the initial capital.
2. The Company shall have the right to have other reserve capitals and earmarked funds, as specified by the General Meeting.

Final Provisions

14.

1. The Company shall discontinue its business upon liquidation.
2. The liquidation shall be carried out under the Company's business name with 'under liquidation' affixed to it.
3. Unless otherwise decided by the General Meeting, the members of the Management Board shall act as the receivers of the Company's assets.

15.

The Company publishes all announcements on its website and, in the cases required by the law in force, in the Judicial and Economic Journal (Monitor Sądowy i Gospodarczy).

16.

The provisions of the Code of Commercial Companies and Partnerships shall apply to all matters not regulated herein.

17.

The estimated total costs of establishing the Company shall be PLN 140,000.00 (say: one hundred and forty thousand zlotys).

Supervisory Board of EMC Instytut Medyczny S.A.

Hanna Gerber _____

Anna Leszczyszyn-Stankowska _____

Aleksandra Żmudzińska _____

Marek Michalski _____

Witold Kalbarczyk _____