

21-04-98

Elective Resolution
of

JOHNSON & NEPHEW (AMBERGATE) LIMITED
(Registered in England- Company number 74934)

At a meeting of the above company, held on the 30th day of March 1998, it was hereby unanimously resolved as an elective resolution in accordance with Section 379A of the Companies Act 1985 ("the Act"):

THAT the Company hereby elects:

Pursuant to section 252 of the Act, to dispense with the laying of accounts and reports before the company in general meeting; and

Pursuant to section 366A of the Act, to dispense with the holding of annual general meetings.

SIGNED.....

Director/Secretary of the company

DATE.....



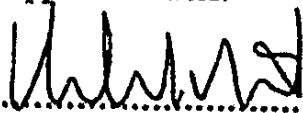
21-04-98

Special Resolution
of

JOHNSON & NEPHEW (AMBERGATE) LIMITED
(Registered in England- Company number 74934)

At a general meeting of the above company, held on the 30th day of March 1998, the following Special Resolution was passed:

The accounts of the company for the financial year ending 31st December 1996 having been sent out in accordance 238 of the Companies Act 1985, and the company, having been dormant since the end of that year, resolves to make itself exempt from the provisions of Part VII of the Companies Act 1985 relating to the audit of accounts and from the obligation to appoint auditors.

SIGNED.....
Director/Secretary of the company

DATE.....14th April 1998

