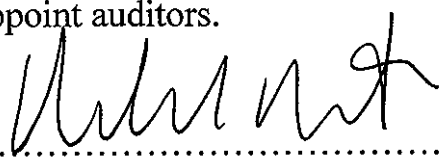


Special Resolution
of

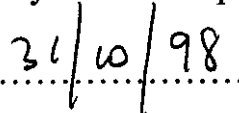
JOHNSON & NEPHEW (AMBERGATE) LIMITED
(Registered in England- Company number 74934)

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

The accounts of the company for the financial year ending 31st March 1998 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..........

