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**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

Company No. 79136

The Registrar of Companies for England and Wales hereby certifies that

TURNPYKE GROUP PLC

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

MEDICAL SOLUTIONS PLC

Given at Companies House, London, the 23rd August 1999



C00079136M

A.J. Harness
A J HARNESS

For The Registrar Of Companies



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

TURNPYKE GROUP PLC

At an extraordinary general meeting of the above company duly convened and held at the offices of Hammond Suddards, 7 Devonshire Square, Cutlers Gardens, London, EC2M 4YH on 23 August 1999 the following resolutions were duly passed as ordinary or special resolutions (as the case may be) of the Company:

ORDINARY RESOLUTION

1. **THAT** subject to the passing of the resolutions numbered 2, 3, 4, 5, 6, 7, 8, 9, 10, 11, 12, 13 and 15 in this Notice of Extraordinary General Meeting and admission of the Company's new ordinary shares of 0.5p each to trading on the Official List of the London Stock Exchange, the proposed acquisition by the Company of the whole of the issued share capital of Fairfield Imaging Limited on the terms and conditions of the agreement dated 27 July 1999 made between the Company and the vendors named therein be and is hereby approved subject to such minor amendments, variations or waivers as may be approved by the directors of the Company and the directors be and are hereby authorised to take all steps necessary to implement the same in accordance with its terms.

ORDINARY RESOLUTION

2. **THAT** subject to the passing of the resolutions numbered 1, 3, 4, 5, 6, 7, 8, 9, 10, 11, 12, 13 and 15 in this Notice of Extraordinary General Meeting and admission of the Company's new ordinary shares of 0.5p each to trading on the Official List of the London Stock Exchange, the proposed agreement between the Company and Sheffield University and the issue of a maximum of 277,623 new ordinary shares of 0.5p each to Sheffield University by way of consideration under that agreement be and is hereby approved subject to such minor amendments, variations or waivers as may be approved by the directors of the Company and the directors be and are hereby authorised to take all steps necessary to implement the same in accordance with its terms.

ORDINARY RESOLUTION

3. **THAT** subject to the passing of the resolutions numbered 1, 2, 4, 5, 6, 7, 8, 9, 10, 11, 12, 13 and 15 in this Notice of Extraordinary General Meeting and admission of the Company's new ordinary shares of 0.5p each to trading on the Official List of the London Stock Exchange, the placing of 2,222,220 Placing Shares with Stephen Thomson be and is hereby approved.

ORDINARY RESOLUTION

4. **THAT** subject to the passing of the resolutions numbered 1, 2, 3, 5, 6, 7, 8, 9, 10, 11, 12, 13 and 15 in this Notice of Extraordinary General Meeting and admission of the Company's new ordinary shares of 0.5p each to trading on the Official List of the London Stock Exchange, the placing of 888,888 Placing Shares with Charles Green be and is hereby approved.

ORDINARY RESOLUTION

5. **THAT** subject to the passing of the resolutions numbered 1, 2, 3, 4, 6, 7, 8, 9, 10, 11, 12, 13 and 15 in this Notice of Extraordinary General Meeting and admission of the Company's new ordinary shares of 0.5p each to trading on the Official List of the London Stock Exchange, the placing, of 666,664 Placing Shares with Sir Gareth Roberts and 831,408 Placing Shares with Sheffield University Enterprises Limited be and are hereby approved.

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ORDINARY RESOLUTION

6. **THAT** subject to the passing of the resolutions numbered 1, 2, 3, 4, 5, 7, 8, 9, 10, 11, 12, 13 and 15 in this Notice of Extraordinary General Meeting and admission of the Company's new ordinary shares of 0.5p each to trading on the Official List of the London Stock Exchange, the placing of 2,222,220 Placing Shares with Anthony Michael McDonald be and is hereby approved.
7. **THAT** subject to the passing of the resolutions numbered 1, 2, 3, 4, 5, 6, 8, 9, 10, 11, 12, 13 and 15 in this Notice of Extraordinary General Meeting and admission of the Company's new ordinary shares of 0.5p each to trading on the Official List of the London Stock Exchange, the Company issue warrants to subscribe for up to 35,000,000 ordinary shares of 0.5p each in the capital of the Company by way of instrument constituted as a deed poll in favour of Texas Holdings Limited ("Texas") and Bradmount Investments Limited ("Bradmount") entitling Texas and Bradmount to subscribe for up to 28,000,000 and 7,000,000 new ordinary shares of 0.5p each respectively and that the grant of such warrants by the Company be and is hereby approved subject to such minor amendments, variations or waivers as may be approved by the directors of the Company and the directors be and are hereby authorised to take all steps necessary to implement the same in accordance with the terms of the deed poll referred to above.

ORDINARY RESOLUTION

8. **THAT** subject to the passing of the resolutions numbered 1, 2, 3, 4, 5, 6, 7, 9, 10, 11, 12, 13 and 15 in this Notice of Extraordinary General Meeting and admission of the Company's new ordinary shares of 0.5p each to trading on the Official List of the London Stock Exchange, the waiver by the Panel on Takeovers and Mergers of the obligation which would otherwise arise under Rule 9 of the City Code on Takeovers and Mergers and which would otherwise require the Concert Party (as defined in the circular to shareholders of which this Notice forms part, and who will in aggregate hold 35.86 per cent. of the issued ordinary share capital of the Company on completion of the acquisition referred to in Resolution 1 above and, as a result of the exercise of warrants referred to in Resolution 7, will hold, in aggregate, a maximum of 46.55 per cent. of the Company's issued ordinary share capital) to make an offer for the issued share capital of the Company not held by them be and is hereby approved.

ORDINARY RESOLUTION

9. **THAT** subject to the passing of the resolutions numbered 1, 2, 3, 4, 6, 7, 8, 10, 11, 12, 13 and 15 in this Notice of Extraordinary General Meeting and admission of the Company's new ordinary shares of 0.5p each to trading on the Official List of the London Stock Exchange the authorised share capital of the Company be increased to £3,500,000 by the creation of 300,000,000 ordinary shares of 0.5p each to rank par passu with the existing ordinary shares of 0.5p each of the Company.

ORDINARY RESOLUTION

10. **THAT** subject to the passing of the resolutions numbered 1, 2, 3, 4, 5, 7, 9, 11, 12, 13 and 15 in this Notice of Extraordinary General Meeting and admission of the Company's new ordinary shares of 0.5p each to trading on the Official List of the London Stock Exchange, in substitution for any existing authority, the directors of the Company be and are hereby generally and unconditionally authorised in accordance with section 80 of the Companies Act 1985 (the "Act") to allot relevant securities (as defined in section 80(2) of the Act) up to an aggregate nominal amount of £1,176,502 provided that the authority will (unless renewed) expire 15 months from the date on which this resolution is passed or at the commencement of the annual general meeting of the Company held in 2000, whichever first occurs, but the Company may, before this authority expires, make an offer or agreement which would or might require relevant securities to be allotted after the authority expires.

ORDINARY RESOLUTION

11. **THAT** subject to the passing of the resolutions numbered 1, 2, 3, 4, 5, 6, 7, 8, 9, 10, 12, 13 and 15 in this Notice of Extraordinary General Meeting and admission of the Company's new ordinary shares of 0.5p each to trading on the Official List of the London Stock Exchange, the unapproved share option scheme the principal terms of which are described in the circular to Shareholders of which this Notice forms part be approved and adopted and the Directors of the Company be authorised to do all acts and things which they may consider necessary to establish and carry the same into effect.

SPECIAL RESOLUTION

12. **THAT** subject to the passing of the resolutions numbered 1, 2, 3, 4, 5, 8, 9, 10, 11, 13 and 15 in this Notice of Extraordinary General Meeting and admission of the Company's new ordinary shares of 0.5p each to trading on the Official List of the London Stock Exchange, in substitution for any existing authority, the directors of the Company be and are hereby given power in accordance with section 95 of the Act to allot equity securities (within the meaning of section 94 of the Act) as if section 89(1) of the Act did not apply to the allotment, provided that this power is limited to the allotment of equity securities up to an aggregate nominal amount of £549,801.65 and will (unless renewed) expire 15 months after the date of the passing of this resolution or at the commencement of the annual general meeting of the Company held in 2000, whichever first occurs, that the Company may, before this power expires, make an offer or agreement which would or might require equity securities to be allotted after the power expires and the directors of the Company may allot equity securities pursuant to any such offer or agreement.

SPECIAL RESOLUTION

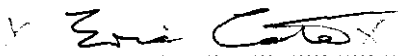
13. **THAT** subject to the passing of the resolutions numbered 1, 2, 3, 4, 5, 6, 7, 8, 10, 11, 12, 14 and 15 in this Notice of Extraordinary General Meeting and admission of the Company's new ordinary shares of 0.5p each to trading on the Official List of the London Stock Exchange, the name of the Company be changed to Medical Solutions plc.

SPECIAL RESOLUTION

14. **THAT** the articles of association of the Company be and are hereby replaced and that in lieu thereof, the Company adopt new articles of association in the form produced to the meeting and initialled for the purposes of identification by the Chairman of the meeting, and that objects Clause 4 of the Company's memorandum of association be replaced and that in lieu thereof the Company adopt a new objects Clause 4 in the form produced to the meeting and initialled for the purposes of identification by the Chairman of the meeting.

ORDINARY RESOLUTION

15. **THAT** subject to the passing of the resolutions numbered 1, 2, 3, 4, 5, 6, 7, 8, 9, 10, 11, 12 and 13 in this Notice of Extraordinary General Meeting and admission of the Company's new ordinary shares of 0.5p each to trading on the Official List of the London Stock Exchange, the lease to be granted by Peers Hunt & Co. Limited in favour of the Company in the form produced to the meeting be and is hereby approved.


Eric Cater, Chairman

Date : 23 August 1999