

Company Number: 00502370

THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

**WRITTEN RESOLUTION
OF
LIFE SCIENCES RESEARCH LIMITED
(the "Company")**

Passed 23 December 2005

Pursuant to Section 381A of the Companies Act 1985 (as amended), we, the undersigned, being the sole member entitled to attend and vote at any general meeting of the Company in respect of the resolutions set out below, HEREBY AGREE that the following resolutions be passed as an ordinary and as special resolutions of the Company:-

ORDINARY RESOLUTION

That the participation by the Company in the proposed arrangements contemplated by and set out in the Documents (as defined in the minutes of a meeting of the board of directors of the Company to be held on or about the date of this written resolution) (the "**Proposed Arrangements**") are hereby approved and ratified. The sole member is of the opinion that the Company's participation in the Proposed Arrangements is in the best interest of the Company, within the powers of the Company, within the authority of the directors and is incidental to the attainment of the Company's objects.

SPECIAL RESOLUTIONS

That the articles of association of the Company be amended by:

1. the deletion of the current wording of article 18 and its replacement with the following:

"18. Intentionally left blank."

2. the deletion of the current wording of article 39 and its replacement with the following:

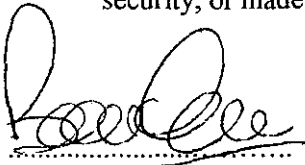
12364572.1.BUSINESS



"Notwithstanding any other provisions of these Articles, the directors shall promptly upon receipt of a duly stamped and executed stock transfer form together with the relevant share certificates, register any transfer of shares in the Company which is:

(a) to any bank or institution to whom those shares have been charged by way of security, or to any nominee of such bank or institution; or

(b) made by any bank or institution to whom those shares have been charged by way of security, or made by a nominee of such bank or institution."



for and on behalf of

Life Sciences Research, Inc.