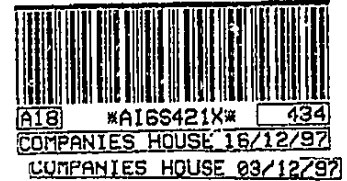


20 - 12 - 97

Company No. 1008026

THE COMPANIES ACTS 1985-1989  
PRIVATE COMPANY LIMITED BY SHARE  
ELECTIVE RESOLUTION  
OF  
QUINTILES ENGLAND LIMITED



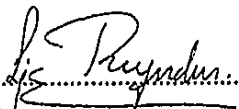
We, the undersigned, being all the members of the above-named Company who would be entitled to attend and vote at a general meeting of the Company, hereby agree to the following resolution (which would otherwise require to be passed as an elective resolution) being passed pursuant to Section 381 A of the Companies Act 1985

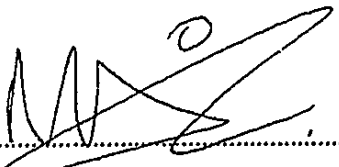
**ELECTIVE RESOLUTION**

- (a) That the Company elects in accordance with the Companies Act 1985 ("the Act") Section 379 A that the provisions of Section 80 A of the Act shall apply in lieu of the provisions of sub-sections (4) and (5) of Section 80 of the Act in relation to the giving or renewal of an authority to the directors of the Company for the allotment of shares;
- (b) That the Company elects in accordance with Section 379 A of the Act to dispense with the laying of accounts and reports before the Company in general meeting;
- (c) That the Company elects in accordance with Section 379 A of the Act to dispense with the requirement to hold an annual general meeting of the Company;
- (d) That the Company elects in accordance with the provisions of Section 379 A of the Act that the requisite majority for the purpose of Sections 369(4) and

378 shall be members together holding not less than 90% in nominal value of the shares giving the right to attend and vote at the meeting;

- (e) That the Company elects in accordance with Section 379 A of the Act to dispense with the obligation to appoint auditors annually.

  
.....  
duly authorised Quintiles Holdings Limited

  
.....  
Michael Wilson

24 November 1997

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