

No. 01047315

The Companies Act 1985 (as amended)

GlaxoSmithKline Services plc  
(the "Company")

Written resolutions signed by or on behalf of all the members of the Company  
passed in accordance with section 381A of the Companies Act 1985 (as amended) (the "Act")  
and intended to take effect as special resolutions of the Company

Re-registration as a private company limited by shares

IT IS HEREBY RESOLVED THAT:

1. the Company be re-registered as a private company limited by shares; and
2. the amended memorandum and articles of association of the Company in the form attached to this written resolution and containing such amendments as are required by section 53(2) of the Act, be and are hereby approved.

Intra-Group Transfer

IT IS HEREBY RESOLVED THAT:

3. the transfer of all the Company's shares in Glaxo Group Limited and Wellcome Limited to GlaxoSmithKline plc be and is hereby ratified.

Dated the 27th day of March, 2002

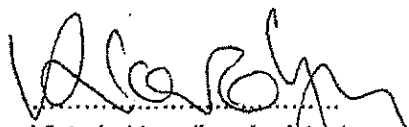


Simon Bicknell, Company  
Secretary for and on behalf  
of GlaxoSmithKline plc

Certified a True Copy



Assistant Company Secretary



Victoria Llewellyn, Assistant  
Secretary for and on behalf  
of SmithKline Beecham plc

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