

FILE COPY



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

Company No. 1514781

The Registrar of Companies for England and Wales hereby certifies that
CHAMPLAIN PROTEX LIMITED

having by special resolution changed its name, is now incorporated
under the name of
RED STAR BIOPRODUCTS LIMITED

Given at Companies House, Cardiff, the 18th October 1996



C01514781H


MRS. L. PARRY

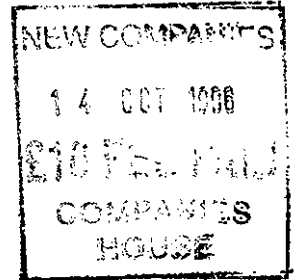
For the Registrar of Companies



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

HC006B

Company Number: 1514781



THE COMPANIES ACT 1985
COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION
of
CHAMPLAIN PROTEX LIMITED

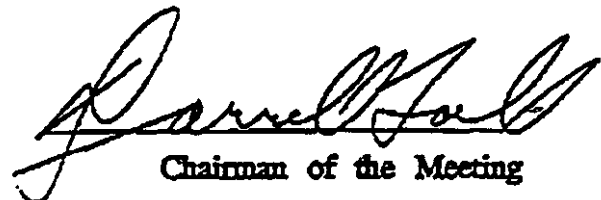
(passed on August 30, 1996)

At an Extraordinary General Meeting of the Company held at
Milwaukee, Wisconsin on August 30, 1996 the
following resolution was duly passed as a special resolution:

SPECIAL RESOLUTION

THAT:

The name of the Company be changed to "Red Star BioProducts Limited".


Chairman of the Meeting

