

Company Number: 1978915

THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

WRITTEN RESOLUTIONS OF

POWAKADDY INTERNATIONAL LIMITED ("the Company")

Pursuant to Section 381A of the Companies Act 1985 ("the Act")

We, the undersigned members of the above named Company being the only members who at the date hereof would be entitled to attend and vote at a general meeting of the Company, hereby resolve as follows:

SPECIAL RESOLUTIONS

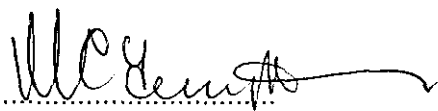
- 1 THAT a new Article 15 be inserted in the Articles of Association of the Company to read as follows :-

"The Directors may transact business by conference telephone or video connections."

- 2 THAT the existing Article 15 of the Articles of Association be renumbered Article 16 and all the subsequent Articles be renumbered accordingly.

Dated 7th February, 2000

Signed



As Attorney for Sunleigh Plc

Signed


As Attorney for Pharmaceut Limited



We hereby certify this to be a true and accurate copy of the original



BY THIS POWER OF ATTORNEY we **FLARMACREST LIMITED (CRN 1190263)** (hereinafter

"called the Company") whose registered office is at Station Works Long Buckby Northampton

NN6 7PF **HEREBY APPOINT** any one of **JIM ROBERT CLARK, MICHAEL CHARLES**

TEMPLETON, RICHARD FRANK NUTHALL or **JOHN BERESFORD WATTON** to be the

lawful attorney of the Company in its name and on its behalf:-

To do, sign or execute all acts, documents and Deeds as may be necessary or desirable in connection with the sale of 600,099 ordinary shares of £1 each ("the Shares") owned by the Company in Powa Kaddy International Limited and in particular, but without prejudice to the foregoing, the attorney shall have power and authority:

1. to complete and deliver on behalf of the Company:
 - 1.1 all consents and proxies which may be necessary or usual for the purpose of any extraordinary general meeting of the Company;
 - 1.2 all deeds, documents and other instruments necessary or proper in connection with any share transfer or disposal in respect of the Shares and to give a good receipt and discharge for all consideration payable in respect of their sale or disposal;
2. generally to exercise all rights and privileges as holder of the Shares during the continuance of this Power of Attorney.

AND the Company **HEREBY FURTHER UNDERTAKES** to ratify anything which the said attorney may do in the exercise or purported exercise of the said power.

IN WITNESS whereof this power of attorney has been executed as a deed and delivered on

this 31 day of January 2000

Executed as a Deed by)

Flarmacrest Limited)

acting by:-)


Director

x  x

Director/Secretary

x  x

we hereby certify this to be a true and accurate copy of the original


BY THIS POWER OF ATTORNEY we **SUNLEIGH PLC (CRN 52233)** (hereinafter "called the Company") whose registered office is at Station Works Long Buckby Northampton NN6 7PF **HEREBY APPOINT** any one of **JIM ROBERT CLARK, MICHAEL CHARLES TEMPLETON, RICHARD FRANK NUTHALL** or **JOHN BERESFORD WATTON** to be the lawful attorney of the Company in its name and on its behalf:-

To do, sign or execute all acts, documents and Deeds as may be necessary or desirable in connection with the sale of 1 ordinary share of £1 ("the Share") owned by the Company in Powa Kaddy International Limited and in particular, but without prejudice to the foregoing, the attorney shall have power and authority:

1. to complete and deliver on behalf of the Company:
 - 1.1 all consents and proxies which may be necessary or usual for the purpose of any extraordinary general meeting of the Company;
 - 1.2 all deeds, documents and other instruments necessary or proper in connection with any share transfer or disposal in respect of the Share and to give a good receipt and discharge for all consideration payable in respect of their sale or disposal;
2. generally to exercise all rights and privileges as holder of the Share during the continuance of this Power of Attorney.

AND the Company **HEREBY FURTHER UNDERTAKES** to ratify anything which the said attorney may do in the exercise or purported exercise of the said power.

IN WITNESS whereof this power of attorney has been executed as a deed and delivered on this 31 day of January 2000

Executed as a Deed by)
Sunleigh Plc)
acting by:-)

Director

Director/Secretary

