Company Number 2660050

The Companies Act 1985

COMPANY LIMITED BY SHARES

Articles of Association

of

GENETIX LIMITED

(as amended by special resolution passed at an Extraordinary General Meeting held on 3rd February 2004)

PRELIMINARY

1. Subject as hereinafter provided the regulations contained in Table A in the Companies (Table A-F) Regulations 1985 (hereinafter referred to as Table A) shall apply to the Company.

2. Regulations 2, 3, 40, 64, 73-80 (inclusive), 88, 94, 95, 96 and 99 of Table A aforesaid shall not apply to the Company, but the Articles hereinafter contained together with the remaining regulations of Table A, subject to modifications hereinafter expressed, shall constitute the regulations of the Company.

CAPITAL

3. The initial share capital of the Company is £2,000 divided into 2,000 ordinary shares of £1 each.

4. The shares of the Company, whether forming part of the original capital or of any increased capital, may be allotted or otherwise disposed of to such persons and for such consideration and upon such terms as the Directors may determine, subject in the case of any shares forming part of any increased capital, to such directions as to the allotment or disposal thereof as may be given by the Company in general meeting at the time of the creation of such shares and subject also to the provisions of Regulation 2 in Table A.

5. Subject to the provisions of the Act any Preference Shares may be issued on the terms that they are, or at the option of the Company are liable to be redeemed.

TRANSFER OF SHARES

6. Any shares may be transferred by a member to his or to her spouse or lineal descendant and any share of a deceased member may be transferred to such relation as aforesaid of the deceased member. Save as aforesaid the Directors in their absolute discretion and without assigning any reason therefore may decline to register the transfer of any share whether or not it is a fully paid share. The first sentence of regulation 24 shall not apply to the company.

DIRECTORS

7. The first Director of the Company shall be the person named in the statement delivered under Section 10 of the Act.

8. Unless and until otherwise determined by the Company in General Meeting the number of Directors (other than alternate directors) shall not be less than one. If at any time and from time to time there shall be only one Director (other than the alternate directors) of the Company such Director may act alone in exercising all the powers, discretion and authorities vested in the Directors, and regulation 89 in Table A shall be modified accordingly.

9. A The holder(s) of a majority of the voting rights attaching to the issued share capital of the Company on the board of directors may from time to time appoint or remove any person willing to act as a director and remove from office any person so appointed.

B Any appointment or removal of a director pursuant to Article 9A shall be made by an ordinary or written resolution of the shareholder(s) entitled to appoint or remove that director. Any such appointment or removal shall take effect when the resolution is passed.

C The directors shall have no power to appoint any person to be a director.

D The directors shall not be subject to retirement by rotation, and the last sentence of Regulation 84 shall not apply.

E Regulation 81 shall apply as if paragraph (e) were deleted and replaced by the following:

"(e) he is removed from office in accordance with Article 9A".

F A director need not hold any shares in the Company to qualify as a director."

10. Subject to the provisions of these articles, the board may meet for the despatch of business, adjourn and otherwise regulate its meetings as it thinks fit. Questions arising at any meeting shall be decided by a majority of votes. In the case of an equality of votes, the Chairman shall have a second or casting vote. A director may, and the secretary at the request of a director shall, at any time summon a board meeting. Notice of a board meeting shall be deemed to be properly given to a director if it is given to him personally or by word of mouth or sent in writing or in a similar way to him at his last known address or any other address given by him to the Company for this purpose. A director absent or intending to be absent from the United Kingdom may request that notices of board meetings shall, during his absence, be sent in writing to him at an address given by him to the Company for this purpose but, in the absence of any such request, it shall not be necessary to give notice of a board meeting to any director for the time being absent from the United Kingdom. A director may waive notice of any meeting either prospectively or retrospectively. A board meeting of the directors may consist of a conference between directors who are not all in one place, provided that each director who participates is able, directly or by telephonic or other communication (whether in use when these articles are adopted or developed subsequently), to speak to each of the others and to be heard by each of the others simultaneously. A director taking part in such a conference shall be deemed to be present in person at the meeting and shall be entitled to vote or be counted in a quorum accordingly. Such a meeting shall be deemed to take place where the largest group of those participating in the conference is assembled, or, if there is no such group, at the place from where the chairman of the meeting participates. A director who is also an alternate director shall be entitled in the absence of his or her appointer to a separate vote on behalf of his appointer in addition to his own vote."

11. The Directors may appoint a person who is willing to act to be a Director, either to fill a vacancy or as an additional Director provided that the appointment does not cause the number of Directors to exceed any number fixed by or in accordance with the articles as the maximum number of Directors.

12. A Director who has disclosed his interest in accordance with Regulations 85 and 86 of Table A and the provision of the Act may vote in respect of any contract, proposed contract or any arrangement in which he is interested directly or indirectly and such a Director shall be counted in the quorum at any meeting at which such contract or proposed contract or arrangement is being considered.

13. A Director may hold any other office or place of profit under the Company (other than the office of Auditor) in conjunction with his office of Director of such period and on such terms (as to remuneration and otherwise) as the Directors may determine.

14. Any Director may act by himself or his firm in a professional capacity for the Company, and he or his firm shall be entitled to remuneration for professional services as if he were not a Director, provided that nothing herein contained shall authorise a Director to act as Auditor for the Company.

15. The Company shall not a subject to section 293 of the Act, and accordingly any person may be appointed or elected as a Director whatever their age, and no Director shall be required to vacate their office of Director by reason of their attaining the age of seventy years or any other age.

BORROWING POWERS

16. The Directors may exercise all the powers of the Company to borrow money, and so mortgage or charge it's undertaking, property and uncalled capital, or any part thereof, and subject to section 80 of the Act, to issue debentures, debentures stock, and other securities whether outright or as security for any debt, liability or obligation of the Company or of any third party.

SECRETARY

17. The first Secretary of the Company shall be the person named in the statement delivered under section 30 of the Act.

18. The Secretary shall be appointed by the Directors for such terms at such remuneration and upon such conditions as they may think fit, and any Secretary so appointed may be removed by them. If at any time there shall be no Secretary or for any reason no Secretary is capable of acting the Directors may appoint an assistant or deputy Secretary.