The Companies Act 1985

COMPANY LIMITED BY SHARES

VRITTEN RESOLUTION

- of -

THEREXSYS LIMITED

The following resolution was agreed as a Written Resolution by all of the members of the Company entitled to attend and vote at general meetings of the Company pursuant to the provisions of Section 381A and Schedule 15A of the Companies Act 1985 and deemed to be passed on Section 1993.

"That with effect from the passing of this resolution:-

- (a) each of the 37,514 authorised and issued and the 2,486 authorised but unissued Ordinary shares of fl each in the capital of the Company is sub-divided into 10 Ordinary shares of 10p each; and
- (b) each of the 60,000 authorised and issued Preferred Ordinary shares of £1 each in the capital of the Company is sub-divided into 10 Preferred Ordinary shares of 10p each.
- (c) the Articles of Association of the Company be amended as follows:-
 - (i) Article 4.1 shall be deleted and the following inserted in its place:-
 - "4.1 The share capital of the Company is £100,000 divided into 600,000 Preferred Ordinary Shares of 10p each and 400,000 Ordinary shares of 10p each."
 - (ii) In Article 3.2(f)(1) and 3.2(f)(m) the characters "£1" shall be deleted and "10 pence" inserted in their place."

PR3 11 1 SEP 1993

Chairman of the meeting

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