

SURGICRAFT GROUP LIMITED
REGISTERED NO. 2913130

WRITTEN RESOLUTIONS

We, the undersigned being all of the members of the Company, Surgicraft Group Limited, having the right to vote at General Meetings or authorised agents of such members signify our assent to the passing of the resolutions set out below to the effect that such resolutions shall be deemed to be as effective as if they had been passed at a General Meeting of the Company duly convened and held:-

1. That all classes of shares of the Company, whether issued or un-issued, be converted to ordinary shares of £1 each and that from the date of the passing of this resolution the shareholding of the Company comprises solely of ordinary shares with no accrued rights flowing from the pre-conversion and pre-resolution class of shareholding and thus from the date of the passing of this resolution all shares either issued or to be issued will have the same rights attaching to them and will be called ordinary shares. These ordinary shares have full voting rights and the right to participate in a dividend if and when declared.
2. That the capital of the Company be and hereby is increased from £884,375.00 to £2,500,000.00, comprising of ordinary shares of £1 each.
3. That the Directors be generally and unconditionally authorised to exercise all the powers of the Company to allot relevant securities and in particular ordinary shares including the issuing of 893,750 ordinary shares to Andrew



Hull, without any relevant pre-emption rights whether statutory or contractual applying to such allotment, on the basis that the debt owed by the Company under the loan stock instrument as referred to in the accounts of the Company for the year ending 31 December 2000 is extinguished both in respect of any capital and interest sums owing to the owner of the loan stock, Andrew Hull, and on the basis that upon the issuing of the said ordinary shares to Andrew Hull there is nothing owing by the Company under the loan stock instrument and all liabilities are at an end and cease at that time.

Signed BY ALL MEMBERS AS AT
Dated this day of 2001 20 JUNE 2001

PLEASE STATE:

MEMBER'S FULL NAME

MEMBER'S FULL ADDRESS

A. R. Griffiths
A. R. GRIFFITHS
✓ SECRETARY