

Company Number: 2931062

THE COMPANIES ACTS 1985 to 1989

COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION OF

SURGICAL VISION LIMITED

("the Company")



PASSED PURSUANT TO REGULATION 53 OF THE COMPANIES (TABLE A-F)
REGULATIONS 1985 (SI 1985/805)

WE, the undersigned members of the above named Company being all the members who at the date hereof would be entitled to attend and vote at a general meeting of the Company, hereby resolve as follows such Written Resolutions to take effect as Ordinary and Special Resolutions pursuant to Regulation 53 of the Companies (Table A-F) Regulations 1985.

ORDINARY RESOLUTIONS

1. Pursuant to Section 80 of the Companies Act 1985 the Directors of the Company be authorised generally and unconditionally to allot 240 Ordinary Shares, being relevant securities (as defined in sub-section (2) of Section 80 of the Companies Act 1985) for a period of five years from the date hereof

SPECIAL RESOLUTIONS

2. Pursuant to Section 95 of the Companies Act 1985 the Directors of the Company be authorised to allot and issue 240 Ordinary Shares as if sub-section (1) of Section 89 of the Companies Act 1985 did not apply thereto
3. THAT the pre-emption provisions contained in Article 3(B) of the Company's Articles of Association be and are hereby waived in respect of the issue of 240 Ordinary Shares to Solid Vision Limited.


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Graham Street


.....
Solid Vision Limited

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Alta-Berkeley III C.V.

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European Medical Ventures Fund S.C.A.

Dated: 24th April

2001