

Registered No. 3011757

**Companies Act 1985 - 1989
Written Resolution of
the Shareholders of
GEHE UK plc**

We, the undersigned, being all the members of GEHE UK plc hereby resolve as follows:

1. That the authorised share capital of the Company be increased from £ 100,000 to £ 100,100,000 by the creation of an additional 100,000,000 new ordinary shares of £ 1 each having attached thereto the rights and being subject to the restrictions set out in the Articles of Association of the Company.
2. That the directors of the Company be and are hereby generally and unconditionally authorised pursuant to s80 of the Companies Act 1985 to exercise the powers of the Company to allot relevant securities of the company as defined in s80 of the Companies Act 1985 up to a maximum aggregate nominal amount of £ 100,050,000 for a period of one year from the date of this resolution and to make offers or agreements which would or might require relevant securities to be allotted after the expiry of the said period and to allot relevant securities in pursuance of such an offer of agreement as if this authority had not expired

22 May 1995



D. Kämmerer

for and on behalf of
GEHE AG

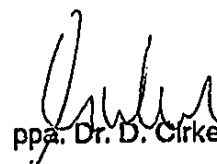


Dr. K.-G. Eick

for and on behalf of
GEHE Pharma Handel GmbH



ppa. G. Mischke



ppa. Dr. D. Cirkel

