

FILE COPY



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

Company No. 3071324

The Registrar of Companies for England and Wales hereby certifies that

XIMED GROUP PLC

having by special resolution changed its name, is now incorporated
under the name of

EDEN RESEARCH PLC

Given at Companies House, London, the 27th November 2003



C03071324Q



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



Companies House
— for the record —

Number of Company: 3071324

The Companies Act 1985
COMPANY LIMITED BY SHARES
RESOLUTIONS
OF
XiMed Group PLC



£80 cash

(Pursuant to Section 378 of the Companies Act 1985)
Passed on 26 November 2003

AT THE ANNUAL GENERAL MEETING of the above named Company, duly convened, and held at the offices of J M Finn & Co., Salisbury House, London Wall, London, EC2AM 5TA on 26 November 2003 the subjoined **RESOLUTIONS** were duly passed inter alia vis:

ORDINARY RESOLUTION

Resolution 4: **"THAT** the board be unconditionally authorised for the purposes of the Companies Act 1985 Section 80 to exercise all the powers of the company to allot relevant securities up to a maximum nominal amount of £7,368,245 provided that this authority shall expire 15 months from the date of the passing of this resolution or, if earlier, the conclusion of the company's next annual general meeting, save that the company may prior to the expiry of such authority make an offer or agreement under which relevant securities would or might fall to be allotted after such expiry; and the board may allot relevant securities in pursuance of such an offer or agreement as if the authority conferred by this resolution had not expired and this authority shall replace any previous authorities given under the Companies Act 1985 Section 80, which are revoked by this resolution.

SPECIAL RESOLUTION

Resolution 5: **"THAT** the contract proposed to be made between the Company and American Plastic Processing Products Inc. for the acquisition of the issued share capital of Eden Research Inc. upon the terms of the draft produced to the meeting and initialled by the chairman for the purposes of identification be and is hereby authorised."

Resolution 6: **"THAT** the Directors be and are empowered pursuant to section 95 of the Act and pursuant to the authority conferred by resolution 4 above to allot equity securities (as defined in section 94(2) of the Act) for cash as if section 89(1) of the Act did not apply to such allotment provided that:

- (a) this power shall be limited to:
 - (i) the allotment of equity securities in connection with an invitation or offer of equity securities to holders of ordinary shares in proportion to their respective holdings of such shares or in accordance with the rights attached to such shares but subject to such exclusions or other arrangements as the Directors may deem necessary or



expedient in relation to fractional entitlements or legal or practical problems under the laws of, or the requirements of any regulatory body or any stock exchange in, any territory;

- (ii) subject to the passage of Resolution 5 the allotment and issue of up to 20,404,371 Ordinary Shares in respect of the acquisition of the entire issued share capital of Eden Research Inc
 - (iii) the allotment and issue of up to 2,210,473 Ordinary Shares (representing 10% of the issued ordinary share capital of the Company) pursuant to options to be granted to directors under the Directors Share Option Scheme
 - (iv) the allotment and issue of up to 2,210,473 Ordinary Shares (representing 10% of the issued ordinary share capital of the Company) pursuant to options to be granted to employees under the Executive Share Option Scheme
 - (v) the allotment, otherwise than pursuant to paragraphs (i) to (iv) above, of equity securities up to an aggregate nominal amount of 8,501,820 Ordinary Shares
- (b) unless previously revoked, varied or extended, this power shall expire on the earlier of the conclusion of the next Annual General Meeting of the Company and the date falling 15 months after the date of the passing of this resolution except that the Company may before the expiry of this power make an offer or agreement which would or might require equity securities to be allotted after such expiry and the Directors may allot equity securities in pursuance of such offer or agreement as if this power had not expired;"

Resolution 7:

"THAT the name of the Company be changed to EDEN RESEARCH PLC"



For and on behalf of
Oxford Corporate Services Limited

Date 27th November 2003