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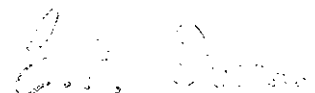
**CERTIFICATE OF INCORPORATION  
ON CHANGE OF NAME**

Company No. 3131723

The Registrar of Companies for England and Wales hereby certifies that  
LAWNHALE PLC

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

Given at Companies House, Cardiff, the 13th March 1996

  
MRS. E. P. OWEN



\*C03131723C\*

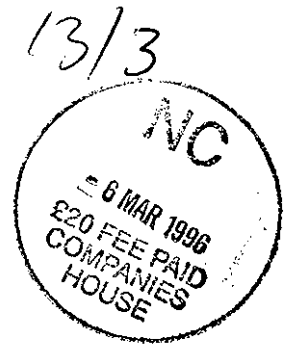
For the Registrar of Companies



C O M P A N I E S H O U S E

HC006B

Company No. 3131723



THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTIONS

of

LAWNHALE PLC

Passed on 26 February 1996

At an extraordinary general meeting of the Company duly convened and held at

Corpus Christi House

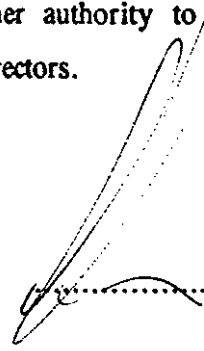
on 26 February

1996 the following resolutions were duly passed as special resolutions:

- "1. That the name of the Company be changed to 'Phytopharm PLC'."
2. (A) the share capital of the Company be increased from £50,000 to £500,000 by the creation of 450,000 new ordinary shares of £1.00 each; and  
  
(B) the directors be and are hereby generally and unconditionally authorised for the purposes of section 80 of the Companies Act 1985 ("the Act") during the period of five years from the date this resolution was passed to exercise all the powers of the Company to allot relevant securities (as defined in the Act) up to an aggregate nominal amount of £205,800 to those persons who are, at the date <sup>798</sup> ~~hereof~~, the <sup>of such allotment</sup> registered holders of ordinary shares in Phytopharm Limited (company number 2466556) in exchange for, and pro rata to (as nearly as is possible) their holding of such shares in Phytopharm Limited and within that period to make any offer or agreement which would or might require such securities to be allotted after the expiry of this



authority and all authorities previously conferred on the directors pursuant to section 80 of the Act be and are hereby revoked and this authority shall be in addition to any other authority to allot relevant securities previously conferred on the directors.



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Chairman