

Company number

03577928

Almedica Holding Company UK Limited ('the Company')

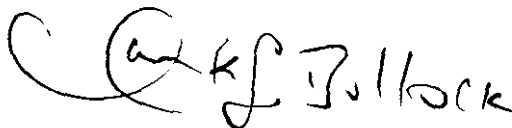
Written member's resolution

Pursuant to Section 381A of the Companies Act 1985, I, the undersigned, being the only member of the Company entitled at the date hereof to attend and vote at general meetings of the Company HEREBY AGREE AND CONFIRM that the following resolution shall for all purposes have effect as if it had been passed by the Company in general meeting as an ordinary resolution. Accordingly I HEREBY RESOLVE:

THAT the Articles of Association of the Company be and are hereby amended by the addition of the following Article as Article 4.6 of the Articles:

4.6 Meetings of the directors may be held by telephone or audio visual communication provided that the number of directors participating in such communication is not less than the quorum stipulated by these Articles and such meeting shall, subject to notice thereof having been given in accordance with these Articles, be as effective as if the directors had met in person. A resolution made by the majority of the said directors in pursuance of this Article shall be as valid as it would have been if made by them at a meeting duly convened and held in person.

Signed for and on behalf of Almedica International Inc.



CL Bullock

Date

22 November 1999

