

Company No 03577928

THE COMPANIES ACT 1985  
COMPANY LIMITED BY SHARES  
WRITTEN RESOLUTION  
of

ALMEDICA LIMITED ("Company")

In accordance with article 53 of Table A of the Companies (Table A-F) Regulations 1985, we resolve as follows:

That the articles of association of the Company be altered by deleting the existing clause 13 and substituting instead the following as a new clause 4 (and for the existing clause 4 onwards to be renumbered accordingly):

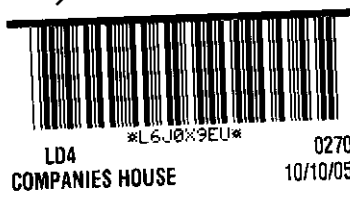
"The Directors shall not decline to register any transfer of shares, nor may they suspend registration thereof where such transfer:

- (a) is to any bank or institution to which such shares have been charged by way of security, or to any nominee of such bank or institution (a "Secured Institution");
- (b) is delivered to the Company for registration by a Secured Institution or its nominee in order to perfect its security over the shares; or
- (c) is executed by a Secured Institution or its nominee pursuant to the power of sale or other power under such security,

and furthermore notwithstanding anything to the contrary contained in these Articles no transferor of any shares in the Company or proposed transferor of such shares to a Secured Institution or its nominee and no Secured Institution or its nominee shall be required to offer the shares which are or are to be the subject of any transfer aforesaid to the shareholder for the time being of the Company or any of them, and no such shareholder shall have the right under the Articles or otherwise howsoever to require such shares to be transferred to them whether for consideration or not."

Signed: .....  
For and on behalf of Almedica International Inc

Dated: *October 6, 2005*



LJD/LIVDP/83986/120002/7645397.1



PIPER RUDNICK  
GRAY CARY

WE HEREBY CERTIFY THIS TO BE A TRUE COPY  
OF THE ORIGINAL  
DATE *7/10/05*  
SIGNED *[Signature]*  
PIPER RUDNICK GRAY CARY UK LLP