

Wragge & Co

WE HEREBY CERTIFY THAT THIS IS A TRUE
AND CORRECT COPY OF THE ORIGINAL
DATED THE 4th DAY OF March 1999

Company number : 3603234

Wragge & Co
Wragge & Co.,
Solicitors
BIRMINGHAM, B3 2AS

THE COMPANIES ACTS 1985 - 1989**WRITTEN RESOLUTION**

OF

PHOENIX MEDICAL SUPPLIES LIMITED ("the Company")

We, being the sole member entitled to attend and vote at general meetings of the Company, hereby resolve and agree that the following resolutions shall take effect as Ordinary Resolutions pursuant to and in accordance with section 381A Companies Act 1985:

ORDINARY RESOLUTIONS

- 1 That the authorised share capital of the Company be and it is hereby increased from £2,000,002 to £2,800,002 by the creation of 800,000 Ordinary Shares of £1 each; and
- 2 That the directors be and they are hereby generally and unconditionally authorised in accordance with Section 80 Companies Act 1985 ("Act") to exercise for a period of five years from (and including) the date of the passing of this resolutions all the powers of the Company to allot relevant securities up to an aggregate nominal amount of £2,800,002 and to make offers or agreements of the kind referred to in Sub-section (7) of the said Section 80, and for the purposes of this resolution words and expressions defined in or for the purposes of the Act shall bear the same meaning herein.

Dated 26/03/1999

J. Sheffield
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Duly authorised for and on behalf of
Phoenix International Beteiligungs GmbH

