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**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

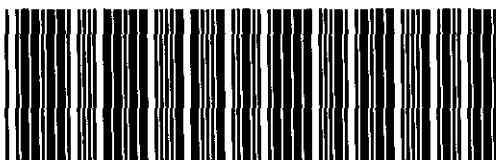
Company No. 3627383

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

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

HEALTHCARE ENTERPRISE GROUP PLC

Given at Companies House, London, the 10th March 2003



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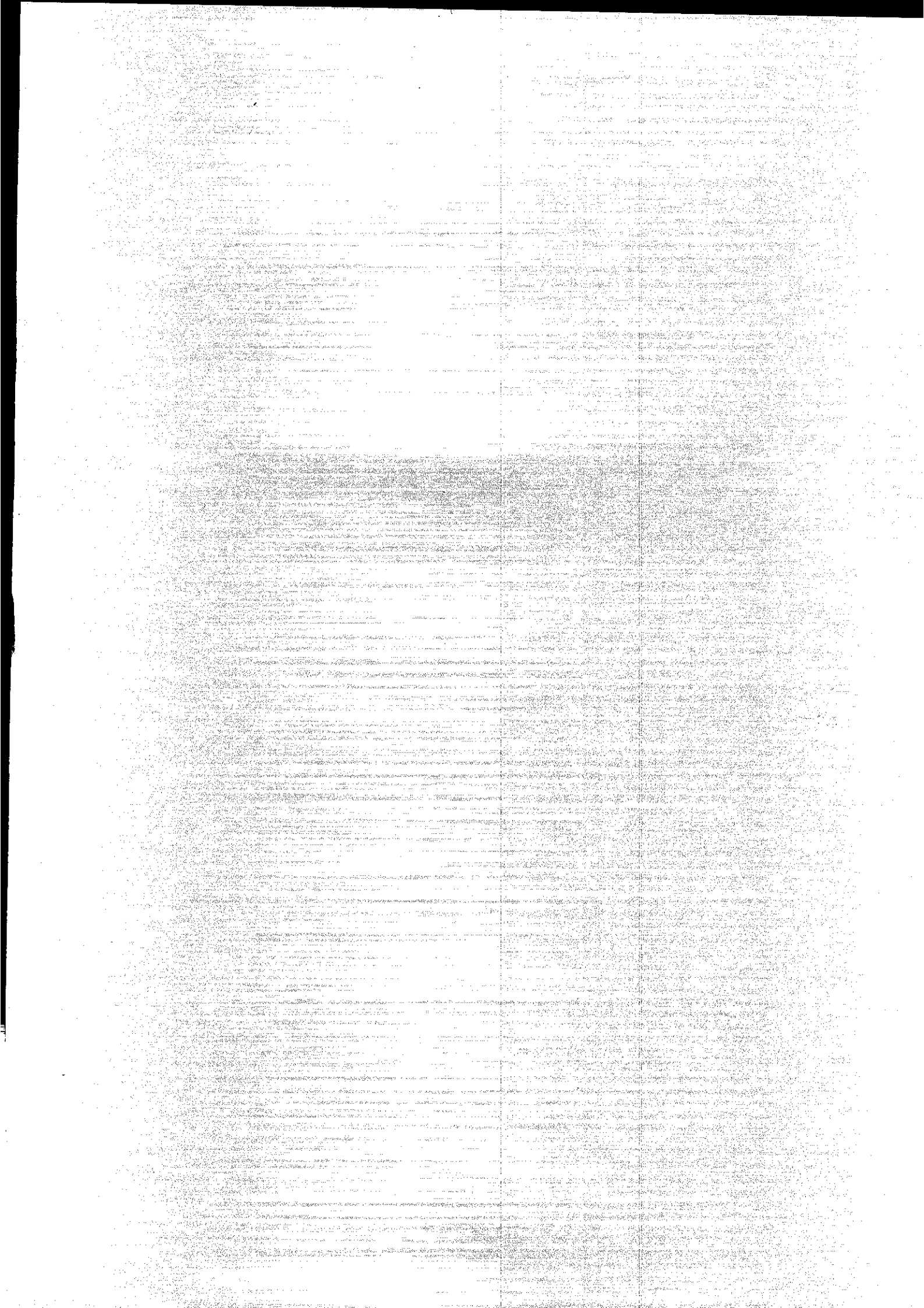


THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



Companies House

— for the record —



Private & Confidential

No. 3627383

THE COMPANIES ACT 1985
AND THE COMPANIES ACT 1989

COMPANY LIMITED BY SHARES

RESOLUTIONS

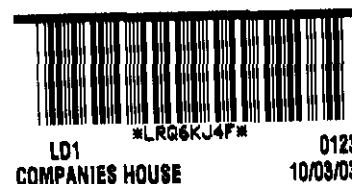
of

INTERACTIVITY GROUP PLC

Passed 10 March 2003



Dr. David A/c



At an Extraordinary General Meeting of the Company held on 10 March 2003, the following Resolutions were duly passed. Resolutions 1 and 4 were passed as Special Resolutions and Resolutions 2 and 3 were passed as Ordinary Resolutions.

SPECIAL RESOLUTION

- 1 **THAT** the name of the Company be changed to "Healthcare Enterprise Group PLC".

ORDINARY RESOLUTIONS

- 2 **THAT**, conditional upon Resolution 3 being duly passed as an ordinary resolution at a meeting of independent shareholders or any adjournment thereof:
- 2.1 the acquisition by the Company of the entire issued share capital of L&P-MCC, Inc. ("the Acquisition") on the terms and conditions of the share purchase agreement dated 13 February 2003 described in part VII of the prospectus and circular to the shareholders of the Company dated 13 February 2003 (the "Circular") be and is hereby approved and the Directors of the Company be and are hereby authorised to complete the said agreement in accordance with its terms subject to such modifications thereto as they may consider expedient or appropriate (provided that any such modification shall not be a material modification);
- 2.2 the Company's executive share option scheme in the form set out in the draft rules produced to the meeting marked "A" and summarised in paragraph 8.1 of part VII of the Circular be and is hereby approved and that the Directors of the Company be and are hereby authorised to make such amendments which they may consider expedient or appropriate for the purpose of carrying such scheme into effect (provided that any such modification shall not be a material modification);
- 2.3 pursuant to Article 2.6 of the Articles of Association of the Company, each of the issued ordinary shares of 0.5p each in the capital of the Company be sub-divided and converted into one

ordinary share of 0.1p and one deferred share of 0.4p, ("Deferred Shares") having the rights and being subject to the restrictions as set out in paragraph 2.6 below;

2.4 pursuant to Article 2.6 of the Articles of Association of the Company, each of the unissued ordinary shares of 0.5p each in the capital of the Company be sub-divided into 5 ordinary shares of 0.1p each;

2.5 the authorised share capital of the Company be increased from £2,500,000 to £4,000,000 by the creation of 1,500,000,000 ordinary shares of 0.1p each ranking pari passu in all respects with the ordinary shares of 0.1p each created pursuant to paragraphs 2.3 and 2.4 above; and

2.6 the Deferred Shares:

2.6.1 will not entitle the holder to receive any dividend or other distribution;

2.6.2 will not entitle the holder to any certificate or other document of title in respect thereof;

2.6.3 will not entitle the holder to receive notice of or to attend, speak or vote at any general meeting of the Company;

2.6.4 will entitle the holder on a return of capital on a liquidation or capital reduction; or

2.6.5 otherwise only to the repayment of the amounts paid up or credited as paid up on the Deferred Shares after payment in respect of each ordinary share of the capital paid up or credited as paid up on it and the further payment of £10,000 on each ordinary share; and

2.6.6 will not entitle the holder to any further participation in the capital of the Company.

2.7 the Company may at any time;

(i) appoint a person on behalf of any holder of Deferred Shares to enter into an agreement to transfer and to execute a transfer of the Deferred Shares for a consideration not exceeding 1p for each holding of Deferred Shares, to a person appointed by the Directors of the Company to be the custodian of those shares; and

(ii) cancel and/or purchase the Deferred Shares (under the provisions of the Companies Act 1985 ("the Act") without making any payment to or obtaining the sanction of the holders;

2.8 in substitution for all existing and unexercised authorities, pursuant to section 80 of the Act, the Directors of the Company be generally and unconditionally authorised to exercise all or any of the powers of the Company to allot relevant securities (within the meaning of section 80(2) of the Act) in the capital of the Company up to:

2.8.1 a maximum nominal amount of £1,180,724 in connection with the Acquisition;

2.8.2 otherwise a maximum nominal amount of £822,563 (representing approximately one third of the issued ordinary share capital of the Company following allotment of the shares pursuant to paragraph 2.8.1 of this resolution and shares to satisfy options),

provided that this authority shall, unless previously revoked or varied by the Company in general meeting, expire five years from the date of passing this resolution save that the Company may before the expiry make an offer or agreement which would or might require relevant securities to be allotted after such expiry and the Directors of the Company may allot relevant securities in pursuance of such an offer or agreement as if the authority conferred hereby had not expired.

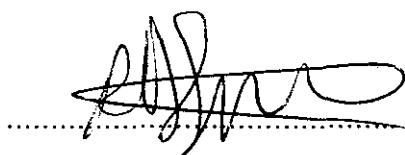
3 **THAT**, conditional upon Resolution 2 in the notice of extraordinary general meeting being duly passed as an ordinary resolution at such meeting or any adjournment thereof, the waiver by the

Panel on Takeovers and Mergers of the requirement under Rule 9 of the City Code on Takeovers and Mergers for the Concert Party and the Investor Concert Party (as defined in the Circular), individually or collectively, to make a general offer for the ordinary shares in the Company that would otherwise arise by reason of the allotment of 1,180,723,605 new ordinary shares and the allotment of a further 228,387,172 New Ordinary Shares pursuant to the exercise of options, representing in aggregate up to 88.0 per cent. of the issued ordinary share capital of the Company, as described in the paragraph entitled "Waiver of Rule 9 of the City Code" on page 11 of the Circular, be and is hereby approved.

SPECIAL RESOLUTION

- 4 **THAT**, conditional upon Resolution 2 in the notice being duly passed as an ordinary resolution, the Directors of the Company be empowered to allot equity securities (within the meaning of section 94(2) of the Act) in the capital of the Company for cash pursuant to the authority granted in paragraph 2.8 of Resolution 2 above as if section 89(1) of the Act did not apply to such allotment, provided that this power shall be limited to:
- 4.1 the allotment of equity securities pursuant to the exercise of any share options;
- 4.2 the allotment of equity securities otherwise than pursuant to paragraph 4.1 above in connection with any issue by way of rights or other offer where the number of equity securities to be allotted to holders of ordinary shares of the Company on a fixed record date is proportionate (as nearly as may be) to the number of ordinary shares then held by such shareholders, subject to such exclusions or other arrangements as the Directors of the Company may deem necessary or expedient to deal with legal or practical problems under the laws of, or as a requirement of, any regulatory or stock exchange authority in any jurisdiction or in relation to fractional entitlements;
- 4.3 the allotment of equity securities otherwise than pursuant to paragraphs 4.1 and 4.2 above up to an aggregate nominal value of £137,323 (representing approximately 10 per cent. of the issued share capital of the Company following the completion of the acquisition of L&PMCC, Inc.,

provided that this power shall, unless previously revoked or varied by the Company in general meeting, expire fifteen months from the date of passing of this resolution or, if earlier, on the date of the next annual general meeting of the Company after the passing of this resolution, save that the Company may before the expiry make an offer or agreement which would or might require relevant securities to be allotted after such expiry and the Directors of the Company may allot relevant securities in pursuance of such offer or agreement as if the authority conferred hereby had not expired.



Chairman