

FILE COPY



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

Company No. 3768301

The Registrar of Companies for England and Wales hereby certifies that

ZSC SPECIALTY CHEMICALS UK HOLDINGS LIMITED

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

AVECIA UK HOLDINGS LIMITED

Given at Companies House, London, the 1st July 1999



C037683010

A.J. Harness
A J HARNESS

For The Registrar Of Companies



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

**ZSC SPECIALTY CHEMICALS
UK HOLDINGS LIMITED**
(Registered No.3768301)



We, the undersigned, being the Sole Shareholder of the Company entitled to vote at general meetings of the Company, HEREBY RESOLVE by way of written resolution as follows:

WRITTEN RESOLUTION

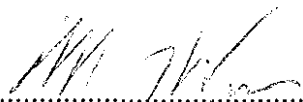
"THAT

- (i) the share capital of the Company be and is hereby increased to £10,000,000 by the creation of 9,999,900 Ordinary shares of £1.00 each having the rights attached thereto set out in the Articles of Association of the Company;
- (ii) in substitution of any existing power under Section 80 of the Companies Act 1985 (as amended) (the "Act") but, without prejudice to the exercise of any such authority prior to the date hereof, the directors be and are hereby generally and unconditionally authorised in accordance with Section 80 of the Act to exercise all the powers of the Company to allot or issue relevant securities (as defined in Section 80 of the Act) up to a nominal amount of £9,999,999 such authority to expire five years from the passing of this resolution but so that such authority shall allow the Company to make offers or agreements before the expiry of such authority which would or might require relevant securities to be allotted after such expiry and the

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directors may allot relevant securities pursuant to such offers or agreements as if the power conferred hereby had not expired;

- (iii) in substitution for any existing power under section 95 of the Act, the Directors be and are hereby generally and unconditionally empowered pursuant to section 95 of the Act, to allot equity securities (as defined in section 94(2) of the Act) for cash pursuant to the above authority given in accordance with section 80 of the Act as if section 89(1) of the Act did not apply to the allotment such power to expire five years from the date of the passing hereof but so that such power shall allow the Company to make offers or agreements before the expiry of this power which would or might require equity securities to be allotted after such expiry and the Directors may allot equity securities in pursuance of such offers or agreements as if the power conferred hereby had not expired; and
- (iv) the Company change its name to "Avecia UK Holdings Limited".


.....
Director of ZSC Specialty
Chemicals Group Limited

29/6/99