

Company Number: 04066289

**THE COMPANIES ACT 1985
(as amended by the Companies Act 1989)**

COMPANY LIMITED BY SHARES

WRITTEN RESOLUTIONS

OF

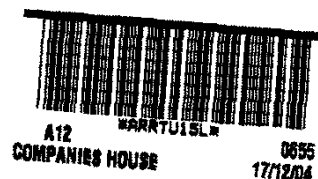
CHROMA THERAPEUTICS LIMITED (the "Company")

In accordance with section 381A of the Companies Act 1985, the following written resolutions were agreed to and were duly passed on *2 December* 2004 which, in the case of resolution number 2, would otherwise be required to be passed as a Special Resolution and, in the case of resolutions numbered 1 (by virtue of article 19.1 of the Articles of Association of the Company) and 3, would otherwise be required to be passed as Ordinary Resolutions.

WRITTEN RESOLUTIONS

1 Increase in authorised capital

That the authorised share capital of the Company be hereby increased from £17,000.00 to £20,875.969 by the creation of 3,875,969 B-1 Preferred Ordinary Shares of £0.001 each, such B-1 Preferred Ordinary Shares having the rights, privileges and restrictions as set out in the New Articles (as defined below) to be adopted by resolution number 2 below.

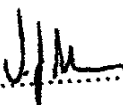


2 **Adoption of new articles of association**

That the articles of association contained in the printed document attached hereto and marked "A" ("New Articles") be and the same are approved and adopted as the articles of association of the Company in substitution for and to the exclusion of all the existing articles of association of the Company.

3 **Approval of share allotment**

That the directors are unconditionally authorised for the purposes of section 80 of the Companies Act 1985, in substitution for any such existing authority, to allot and dispose of or grant options over the Company's shares to such persons, on such terms and in such manner as they think fit, up to a total issued share capital of the Company of £20,875.969 at any time during the period of five years from the date hereof save that the Company may before expiry of this authority make an offer or agreement which would or might require relevant securities to be allotted after such expiry.

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Director