

FILE COPY



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

Company No. 4109439

The Registrar of Companies for England and Wales hereby certifies that

RTS LIFE SCIENCES LIMITED

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

RTS THURNALL LIMITED

Given at Manchester, the 8th January 2001



C041094397

J Humphreys

J. HUMPHREYS

For The Registrar Of Companies



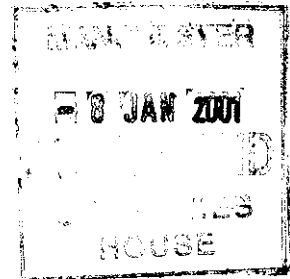
C O M P A N I E S H O U S E

Company No.: 4109439

THE COMPANIES ACTS 1985-1989
PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION
of
RTS LIFE SCIENCES LIMITED

DATED: 5 January 2001



WE, the undersigned, being all the members of the above-named Company entitled to receive notice of and to attend and vote at a general meeting of the Company in respect of the Resolutions set out below do hereby agree to and make the following Resolutions which shall have effect as Special Resolutions and which shall, pursuant to section 381A Companies Act 1985 (as amended by the Deregulation (Resolutions of Private Companies) Order 1996), be as valid and effective for all purposes as if the same had been duly passed at a general meeting of the Company duly convened and held:

Special Resolution

That the name of the Company be changed to:-

RTS THURNALL LIMITED

For and on behalf of RTS Thurnall Plc

P. B. Thurnall

Authorised signatory of RTS Thurnall Plc

Dated: 5 January 2001