

FILE COPY



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

Company No. 4695437

The Registrar of Companies for England and Wales hereby certifies that

3314TH SINGLE MEMBER SHELF TRADING COMPANY LIMITED

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

AVIAGEN INTERNATIONAL FINANCE TWO LIMITED

Given at Companies House, London, the 28th May 2003



C04695437R



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



Companies House

— for the record —

711346

Company Number: 4695437

THE COMPANIES ACT 1985

A PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RECORD OF THE DECISION OF THE SOLE MEMBER OF

3314TH SINGLE MEMBER SHELF TRADING COMPANY LIMITED
(in the process of changing its name to Aviagen International
Finance Two Limited)
(THE "COMPANY")


PROVIDED PURSUANT TO SECTION 382B(1) OF THE COMPANIES ACT 1985

(decisions taken on 27 May 2003)

Pursuant to section 382B(1) of the Companies Act 1985, the sole member of the Company has provided the Company with a written record of the following decision taken on 27 May 2003, being a decision which may be taken by the Company in general meeting and which has effect as if agreed by the Company in general meeting, as a special resolution of the Company:

SPECIAL RESOLUTION

That the name of the Company be changed to Aviagen International Finance Two Limited.

Signed: 
For and on behalf of
Serjeants' Inn Nominees Limited

Date: 27 May 2003



Company Number: 4695437

THE COMPANIES ACT 1985

A PRIVATE COMPANY LIMITED BY SHARES

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SPECIAL RESOLUTION

That the name of the Company be changed to Aviagen International Finance Two Limited.

Signed: 
director, company secretary or sole member