

COMPANY NO. 04768827

AVIAGEN INTERNATIONAL FINANCE LIMITED

(the *Company*)

WRITTEN SHAREHOLDER'S RESOLUTION

In accordance with section 381A of the Companies Act 1985 (the *Act*), we, being the sole member of the Company who at the date of this resolution would be entitled to attend and vote at a general meeting of the Company, **Declare** that the following resolution shall have effect as if passed by the Company in a general meeting and accordingly **We Resolve That** Article 10 of the Articles of Association of the Company relating to the transfer of shares, shall be removed in its entirety.

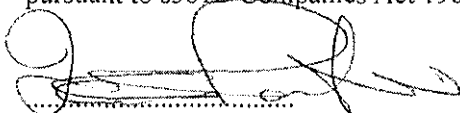


Director on behalf of
AVIAGEN INTERNATIONAL GROUP INC.

Date: 10 August 2006

Notice

A copy of this resolution has been sent to the Company's auditors, KPMG LLP, pursuant to s381B Companies Act 1985.



Director/Secretary

