

FILE COPY



**CERTIFICATE OF INCORPORATION  
ON CHANGE OF NAME**

Company No. 564349

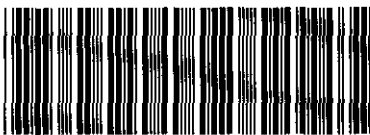
The Registrar of Companies for England and Wales hereby certifies that  
A.F. GROVER AND COMPANY LIMITED

having by special resolution changed its name, is now incorporated

under the name of

SMITH & NEPHEW GROVER LIMITED

Given at Companies House, Cardiff, the 28th November 2005



\*C00564349R\*



THE OFFICIAL SEAL OF THE  
REGISTRAR OF COMPANIES



*Companies House*  
— for the record —

000017 / 10 .

Company Number 564349

Written Resolutions of

AF Grover Limited

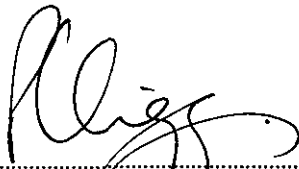
Dated

9 November 2005

We the undersigned, being all the Members entitled to attend and vote at general meetings of the Company, hereby Resolve by means of a Written Resolution in accordance with the Articles of Association, as follows:

THAT:

The name of the Company be changed to Smith & Nephew Grover Limited.



.....  
Smith & Nephew Nominee Services Limited, Secretary  
For and on behalf of  
Smith & Nephew Investment Holdings Limited



A12 \*ARCSBANH\* 449  
COMPANIES HOUSE 24/11/2005