

FILE COPY



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

Company No. 2296559

The Registrar of Companies for England and Wales hereby certifies that
AESCULAP LIMITED

having by special resolution changed its name, is now incorporated
under the name of
B. BRAUN MEDICAL LIMITED

Given at Companies House, Cardiff, the 29th May 1998



C02296559S

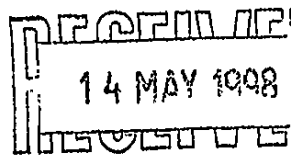
N. Butler
N. BUTLER

For the Registrar of Companies



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

HC005B



Company No: 2296559

NEW COMPANIES

22 MAY 1998

STUPEE PAID

COMPANIES
HOUSE

AESCLAP LIMITED

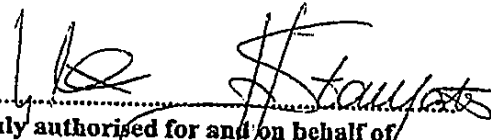
NF002826

WRITTEN RESOLUTION OF THE MEMBERS

In accordance with Section 381(a) of the Companies Act 1985, we, being all the members of the Company who at the date of this resolution would be entitled to attend and vote at a meeting of the Company, agree that the following resolution shall have effect as if passed by the Company in general meeting and accordingly we resolve:-

Special Resolution

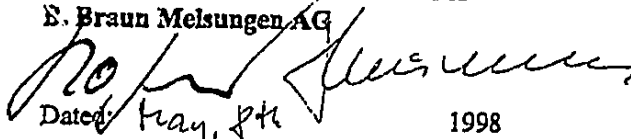
That the name of the Company be changed to "B. BRAUN MEDICAL LIMITED".


Duly authorised for and on behalf of
Aesculap International GmbH

Dated: May 14, 1998

B. Braun Melsungen AG
D-34209 Melsungen

Duly authorised for and on behalf of
B. Braun Melsungen AG


Dated: May 14, 1998

