

FILE COPY



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

Company No. 3044694

The Registrar of Companies for England and Wales hereby certifies that
LUDGATE 104 LIMITED

having by special resolution changed its name, is now incorporated
under the name of
BIO-RAD LIMITED

Given at Companies House, Cardiff, the 21st November 1995

A handwritten signature in dark ink, appearing to read 'L. Parry'.

MRS. L. PARRY



C03044694K

For the Registrar of Companies



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

HC006B

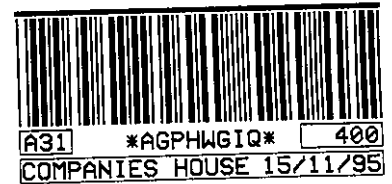
Company No. 3044694

THE COMPANIES ACT 1985
Company Limited by Shares

ORDINARY AND
SPECIAL RESOLUTIONS

of

LUDGATE 104 LIMITED
(Passed the 9th day of November 1995)



At an Extraordinary General Meeting of the above-named Company duly convened and held on the 9th day of November 1995 the following Resolutions were passed as to Resolution numbered 1. as an Ordinary Resolution and as to Resolutions numbered 2. to 4. as Special Resolutions:-

ORDINARY RESOLUTION

1. That the authorised share capital of the Company be increased to £100,000 by the creation of an additional 99,000 shares of £1 each in the capital of the Company;

SPECIAL RESOLUTIONS

2. That the name of the Company be changed to Bio-Rad Limited;
3. That the Regulations contained in the document now produced to the Meeting and signed for identification purposes by the Chairman hereof be and they are hereby adopted as the Articles of Association of the Company in substitution for and to the exclusion of the existing Articles of Association of the Company; and
4. That:
 - (i) the Directors be and are hereby generally and unconditionally authorised pursuant to and in accordance with Section 80 of the Companies Act 1985 to exercise for a period from the date of the passing of this Resolution until 31st December 1995 all the powers of the Company to allot relevant securities up to an aggregate nominal value of £100,000 and to make offers or agreements which would or might require relevant securities to be allotted after the expiry of the said period provided that such allotments will fall within the limit aforesaid if made during the said period; for the purposes of this Resolution words and expressions defined in or for the purposes of the said Section 80 shall bear the same meaning herein; and

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- (ii) the Directors be and are hereby authorised to make offers and agreements to allot equity securities (within the meaning of the Companies Act 1985) pursuant to and during the period of the authority contained in (i) above as if Section 89 (1) of the Companies Act 1985 did not apply to any such allotments and as if Article 4 of the New Articles of Association of the Company did not apply thereto.


.....
CHAIRMAN