

G**Notice of increase
in nominal capital****123**Please do not
write in this
margin

Pursuant to section 123 of the Companies Act 1985

Please complete
legibly, preferably
in black type, or
bold block letteringTo the Registrar of Companies
(Address overleaf)

For official use

Company number



4585850

Name of company

* insert full name
of company

* FEMEDA LIMITED

Gives notice in accordance with section 123 of the above Act that by resolution of the company
dated 2 JULY 2003 the nominal capital of the company has been
increased by £ 900 beyond the registered capital of £ 100.

A copy of the resolution authorising the increase is attached. §

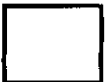
The conditions (eg. voting rights, dividend rights, winding-up rights etc.) subject to which the new
shares have been or are to be issued are as follows:

as per the Articles of Association as amended by written resolution of the same date as this
form.

‡ Insert
Director
Secretary,
Administrator,
Administrative
Receiver or
Receiver
(Scotland) as
appropriate

Signed

Designation ‡ Director

Please tick here if
continued overleafDate 2/7/03Presentor's name address and
reference (if any):

Laytons
22 St John Street
Manchester
M3 4EB

For official Use
General Section

Post room

A21
COMPANIES HOUSE0528
13/08/03

THE COMPANIES ACT 1985

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTIONS

of

FEMEDA LIMITED

Dated 2 July 2003

WE HEREBY CERTIFY
THIS TO BE A TRUE
COPY OF THE ORIGINAL
LAYTONS
22 ST. JOHN STREET
MANCHESTER M1 4JD

WE, the undersigned, being all the members of the above-named Company entitled to receive notice of and to vote at General Meetings of the Company agree to and make the following resolutions of which resolutions 1 and 2 shall have effect as Ordinary Resolutions and resolutions 3 and 4 shall have effect as a Special Resolutions and which shall, pursuant to Section 381A of the Companies Act 1985 (as amended by the Deregulation (Resolutions of Private Companies) Order 1996), be as valid and effective for all purposes as if the same had been duly passed at a General Meeting of the Company duly convened and held:

1. ORDINARY RESOLUTION

THAT the authorised share capital of the Company be and is hereby increased from £100 to £1,000 by the creation of 440 A Ordinary Shares of £1 each in the capital of the Company and 460 Ordinary Shares of £1 each in the capital of the Company such shares having the rights and restrictions set out in the articles of association of the Company to be adopted pursuant to resolution 4 below.

2. ORDINARY RESOLUTION

THAT the directors are unconditionally authorised for the purposes of section 80 of the Companies Act 1985 to allot and dispose of or grant options over the Company's shares to such persons, on such terms and in such manner as they think fit up to a total issued share capital of the Company of £1,000 at any time during the period of five years from the date hereof.

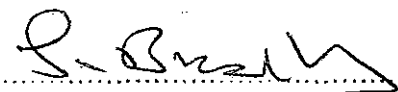
3. SPECIAL RESOLUTION

THAT by virtue of Section 95(1) of the Company Act 1985, section 89(1) shall not apply to the allotment of shares pursuant to the authority conferred by the preceding paragraph of this resolution.

4. SPECIAL RESOLUTION

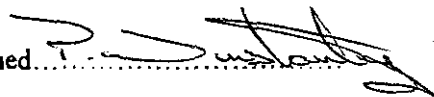
THAT the Articles of Association in the form attached to this resolution and for the purposes of identification initialled by the Chairman of the Company be adopted as the Articles of Association of the Company in substitution for and to the exclusion of the existing Articles of Association.

Signed



James Bradley

Signed



for and on behalf of
Nuromed Limited