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Written Resolutions of the Board of Directors of **MATHYS ORTHOPAEDICS LIMITED**

("the Company") passed pursuant to the Articles of Association of the Company.

1. IT IS RESOLVED that following receipt of a letter of application from Mathys Ltd Bettlach for the allotment of 500,000 Ordinary Shares of £1.00 each at par, this application be approved and shares be duly allotted and issued (as fully paid up) to the applicant subject to receipt of the consideration monies of £500,000. This consideration to be settled by surrender of £500,000 due to Mathys Ltd Bettlach.
2. IT IS RESOLVED that following the above allotment and issue there be issued Share Certificate No 3 in respect of the shares referred to above as issued.

Dated: 15th December 2006


Elizabeth Copping

FRIDAY



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19/01/2007
COMPANIES HOUSE