

FILE COPY



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

Company No. 1192915

The Registrar of Companies for England and Wales hereby certifies that

SERONO LABORATORIES (UK) LIMITED

having by special resolution changed its name, is now incorporated
under the name of

SERONO PHARMACEUTICALS LIMITED

Given at Companies House, London, the 1st October 1999



C011929150

A handwritten signature in black ink, appearing to read 'J Mayne'.

MR J MAYNE

For The Registrar Of Companies



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

Registered Number: 1192915



THE COMPANIES ACTS

SERONO LABORATORIES (UK) LIMITED
(the "Company")

PRIVATE COMPANY LIMITED BY SHARES


SHAREHOLDERS' WRITTEN RESOLUTION
PURSUANT TO SECTION 381A
COMPANIES ACT 1985

We, the undersigned, being the sole member of the Company who, at the date of this resolution, are entitled to attend and vote at a general meeting of the Company HEREBY RESOLVE in writing pursuant to section 381A of the Companies Act 1985 (as amended) as follows:-

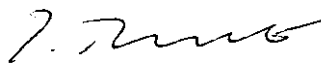
SPECIAL RESOLUTION

THAT the name of the Company be changed to:

SERONO PHARMACEUTICALS LIMITED

Signed 
24th September 1999
For and on behalf of
ARES SERONO BV

Date: 24/9/99



S/DAY £100

N/C

TRBOS 050112