

24 May 2007

Registered Number: 2325990

THE COMPANIES ACTS 1985

AMOENA (U.K.) 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, is entitled to attend and vote at a general meeting of the Company at or before the time at which we were supplied with this resolution RESOLVE in writing pursuant to section 381A of the Companies Act 1985 as follows.

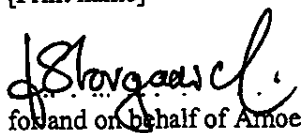
SPECIAL RESOLUTION

THAT article 3 and article 12 of the Company's Articles of Association, and article 24 of Table A of the Companies Act 1985 be and are hereby disapplied

The date of the resolution is the date on which it was signed

Signed .. Jens E Stovgaard
[Print name]

Date 24 May 2007



for and on behalf of Amoena Medizin Orthopädie-Technik GmbH

(22084882 01)

