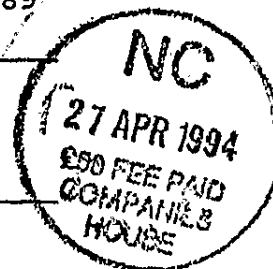


Company No. 2913130

THE COMPANIES ACTS 1985 AND 1989

COMPANY LIMITED BY SHARES



SPECIAL RESOLUTIONS

of

MAWLAW 243 LIMITED

Passed on *12th April* 1994

At an Extraordinary General Meeting of the Company duly convened and held at *New Court, St Dunstons Lane, London EC4P 4DU* on *12th April* 1994 the following resolutions were duly passed as Special Resolutions:

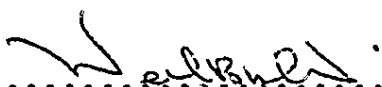
SPECIAL RESOLUTIONS

5. THAT Clause 3.1(a) of the Memorandum of Association of the Company be and it is hereby amended to read:

3.1(a) To carry on all or any of the businesses of manufacturers, merchants, wholesalers, distributors, retailers, dealers, traders, agents, importers, exporters and shippers of or in goods, products, merchandise and produce of all descriptions and in particular in relation to medical and allied products, as haulage and transport contractors forwarding and shipping agents, and as proprietors, lessors and operators of vehicles, craft, plant, machinery and tools of all descriptions, and to participate in, undertake, perform and carry on all kinds of

commercial, industrial, trading and financial operations and enterprises.

6. THAT the regulations contained in the printed document of which a copy has been produced to this meeting and initialled by the Chairman of the meeting for the purpose of identification be and they are hereby adopted as the Articles of Association of the Company in substitution for and to the exclusion of its existing Articles of Association.
7. (a) THAT the directors of the Company be and they are hereby empowered pursuant to Section 95(1) Companies Act 1985 to allot equity securities (as defined in Section 94(2) of that Act) pursuant to the authority conferred by the Ordinary Resolution already passed at this meeting as if Section 89(1) of that Act did not apply to the allotment, provided that this power shall expire 12 hours after the passing of this resolution; and
- (b) the Company may at any time prior to the expiration of such power make an offer or agreement which would or might require equity securities to be allotted pursuant thereto after such expiration and the directors may allot equity securities in pursuance of such offer or agreement as if the power conferred hereby had not expired.
8. That the name of the Company be changed to "Surgicraft Group Limited".

..........
Chairman

FILE COPY



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

Company No. 2913130

The Registrar of Companies for England and Wales hereby certifies that
MAWLAW 243 LIMITED

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

Given at Companies House, Cardiff, the 5th May 1994

A handwritten signature in ink, appearing to be 'J. H. Jones', written over a circular official stamp.

For the Registrar of Companies



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

HC006B