

FILE COPY



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

Company No. 3319712

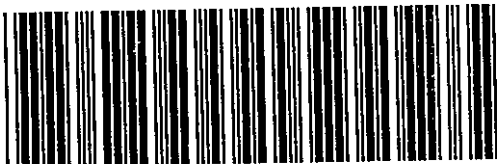
The Registrar of Companies for England and Wales hereby certifies that

STRONG PROMISE LIMITED

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

DEPUY INTERNATIONAL (1997) LIMITED

Given at Leeds, the 13th May 1997



C03319712C

Carol Walker
CAROL WALKER

For The Registrar Of Companies



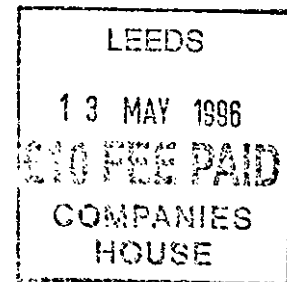
C O M P A N I E S H O U S E

THE COMPANIES ACT 1985

COMPANY NUMBER : 3319712

SPECIAL RESOLUTION OF

STRONG PROMISE LIMITED



I, the undersigned, being the representative of the sole member of the above-named Company **HEREBY PASS** the following resolution as a Special Resolution and agree that the said resolution shall, pursuant to Regulation 53 in Table A (which Regulation is embodied in the Articles of Association of the Company), for all purposes be as valid and effective as if the same had been passed at a General Meeting of the Company duly convened and held.

It is resolved:

That the name of the Company be changed to

DEPUY INTERNATIONAL (1997) LIMITED

A handwritten signature in black ink, appearing to read 'S. Hadfield'.

for and on behalf of York Place Company Nominees Limited

Dated 1 May 1997

York Place Company Services Ltd
12 York Place
Leeds LS1 2DS
Tel: 0113 2420222

Midland
40-25-19
£200
100112