

Company No: 3788956

THE COMPANIES ACT 1985
A COMPANY LIMITED BY SHARES
WRITTEN RESOLUTIONS

of

FEMCARE (HOLDINGS) LIMITED

Pursuant to Section 381A of the Companies Act 1985

Passed *28 March* 2001



We the undersigned members of the above Company being the members who at the date hereof would be entitled to attend and vote at a general meeting of the Company hereby resolve (as special resolutions) as follows:-

SPECIAL RESOLUTIONS


1. THAT the 2000 issued shares of £1 each in the Company registered in the name of Percheron Limited be converted into 2000 'A' Shares of £1 each.
2. THAT the 2000 issued shares of £1 each in the Company registered in the name of Gilbert Marcus Filshie be converted into 2000 'B' Shares of £1 each.
3. THAT the 2000 issued shares of £1 each in the Company registered in the name of Christos George Lambrianos be converted into 2000 'C' Shares of £1 each.
4. THAT the 2000 issued shares of £1 each in the Company registered in the name of *Abacus* ~~(C) Limited~~ be converted into 2000 'D' Shares of £1 each.
Abacus Business Ltd.
5. THAT the Articles of Association of the Company be altered by the addition of a new Article 17 in the following terms :-

17. SHARE CAPITAL AND DIVIDENDS

17.1 The authorised share capital of the Company at the date of adoption of these Articles is £8,000 divided into 2000 issued 'A' Shares of £1 each ('A' Shares), 2000 issued 'B'

Shares of £1 each ('B' Shares), 2000 issued 'C' Shares of £1 each ('C' Shares) and 2000 issued 'D' Shares of £1 each ('D' Shares). The 'A' Shares, the 'B' Shares, the 'C' Shares and the 'D' Shares shall be separate classes of shares and shall carry the respective rights to dividends set out in Article 17.2, but in all other respects shall rank pari passu.

17.2 The different classes of shares referred to in Articles 17(1) shall rank pari passu with regard to entitlement to dividends except that the Directors may at any time resolve to declare a dividend on one or more classes of shares and not one or other classes.



Dated28 March.....2001

Christos George Lambrianos