

FILE COPY



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

Company No. 3977334

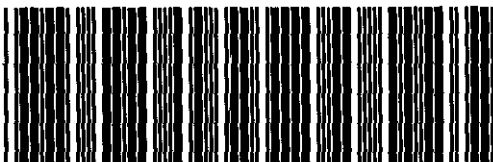
The Registrar of Companies for England and Wales hereby certifies that

OXOID GROUP HOLDINGS

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

FISHER SCIENTIFIC UK HOLDING COMPANY 2

Given at Companies House, London, the 30th January 2007



C03977334T



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



Companies House
— for the record —

008917

Company Number 3977334



THE COMPANIES ACT 1985
WRITTEN RESOLUTIONS
OF
OXOID GROUP HOLDINGS
(The "Company")

The undersigned, being the sole member of the Company who at the date of these resolutions is entitled to attend and vote at a general meeting of the Company, RESOLVES, in accordance with section 381A of the Companies Act 1985, to pass the following written resolutions which shall have effect as special resolutions and agrees that the said resolutions shall be for all purposes as valid and effective as if passed as special resolutions at a general meeting of the Company duly convened and held:

WRITTEN RESOLUTIONS

THAT the balance of the Company's share premium account, a total of £7,455,459.66, be transferred to the Company's profit and loss account and treated as distributable reserves;

THAT regulation 35.5 in the existing Articles of Association of the Company be and is hereby deleted and that the following regulation be and is hereby inserted in its place:

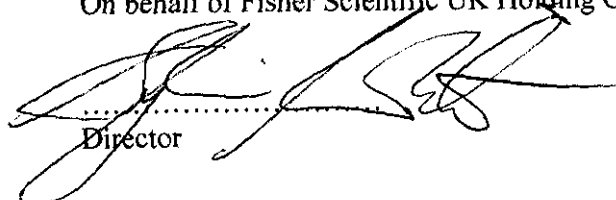
"35.5 reduce its share capital, any share premium account and any capital redemption reserve, in any way."

THAT the Company's capital redemption reserves of £2,890,000 be transferred to the Company's profit and loss account; and

THAT the Company name be changed to Fisher Scientific UK Holding Company 2.

Dated 29 December 2006

On behalf of Fisher Scientific UK Holding Company Limited:


.....
Director

50182525v2

