

**The Companies Acts 1985-89**

**Company limited by shares**  
**Ordinary and special resolutions**  
**of**

**SPHERA UK LIMITED**  
Changing to Sphera Europe Limited  
(company number 4022769)


Under section 381A Companies Act 1985 on July 9<sup>th</sup>, 2002, the following written resolutions were passed:

**Ordinary resolutions**

4. That the authorised share capital of the company is increased from £1,000.00 (one thousand pounds) to £10,000.00 (ten thousand pounds) by creating 9,000 additional ordinary shares of £1.00 each.
5. That, in accordance with section 80 Companies Act 1985 (CA 1985), the directors are generally and unconditionally authorised to allot the relevant securities, as defined in section 80(2) CA 1985, up to an aggregate nominal amount of £10,000 (ten thousand pounds), such authority, unless previously revoked or varied by the company in general meeting, to expire at the end of five years from the date of this resolution or, if earlier, the date of the company's next annual general meeting, except that the directors may allot relevant securities pursuant to an offer or agreement made before the expiry of the authority.

**Special resolutions**

6. That, under section 95(1) CA 1985, the directors are authorised to allot equity securities, as defined in section 94(2) CA 1985, under the authority conferred by resolution number 2 as if section 89(1) CA 1985 did not apply to the allotment, such power to expire at the end of five years from the date of this resolution or, if earlier, the date of the company's next annual general meeting.

  
Chairman

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