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**L&B (No 78) LIMITED**

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**Company Number NI 53473**

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**Private company limited by shares**

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**WRITTEN RESOLUTION**  
**Pursuant to Articles 48 and 49 of the Companies**  
**(No.2) (Northern Ireland) Order 1990**

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Pursuant to Article 389 of the Companies (Northern Ireland) Order 1986 (as amended by Article 48 of the Companies (No.2) (Northern Ireland) Order 1990) the following resolutions are hereby passed as Written Resolutions of the Company:

**Special Resolution:**

- (a) "THAT pursuant to the provisions of Article 38 of the Companies (Northern Ireland) Order 1986 the name of the Company be and is hereby changed to 'AlphaMed Europe Limited'."
- (b) "THAT pursuant to the provisions of Article 15 of the Companies (Northern Ireland) Order 1986 that the main objects clause of the Company be altered as follows:
  - '3(a) To increase European circulation of The AlpaMed Company Inc's two main journals, The Oncologist and Stem Cells, in addition to acquiring and publishing other supplementary medical publications geared towards a European audience.
  - 3(b) To carry on the businesses of publishing medical and scientific journals and to act as publishers, printers, lithographers, agents, brokers, paper makers, book-sellers, publicity agents, librarians, stationers, embossers, newsagents, numerical printers, engravers, die-sinkers, ticket and envelope manufacturers, typesetters, designers, advertising agents and engineers, as compilers of mailing lists, commercial information and statistics as addressing contractors and distributors, bill posters and hoarding agents, sign-writers, illustrators, commercial artists and draughtsmen, as translators, literary music and drama critics, as wholesalers and manufacturers of and dealers in paper, ink, display materials, all advertising materials and samples, catalogues, periodicals, newspapers, leaflets, magazines, sample booklets, book reports and literature of all kinds, equipment packaging materials, cartons, boxes, paper bags, printing and photographic materials and equipment of all kinds and any other articles or things of a character similar to or analogous with the foregoing or any of them connected therewith.'
- (c) that the following clause be inserted in the Memorandum as follows:-

- '6. The Company has the power from time to time to increase or reduce its capital and to consolidate or sub-divide the shares into shares of larger or smaller denominations. Any new shares from time to time to be created may from time to time be issued with any such rights of preference, whether in respect of dividend or repayment of capital or both, or any such other special privilege or advantage over any shares previously issued or then about to be issued, or with such deferred rights as compared with any other shares previously issued or then about to be issued, or subject to any such conditions or provisions, and with any such right, or without any right of voting, and generally on such terms as the Company from time to time determine.'

SIGNED by, or by the duly authorised representatives on behalf of, all the members of the Company who at the date of the resolution (being the date when the resolution was signed by, or on behalf of, the last person to sign) would be entitled to attend and vote at a General Meeting of the Company had the resolution been out to such a meeting:

Signature: Don Murphy  
on behalf of The AlphaMed Company, Inc.

Date of Signature 12 April 2005

Signature: Don Murphy

Date of Signature 12 April 2005

Signature: Matthew Murphy

Date of Signature 12 April 2005