



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

Company No. 154034

The Registrar of Companies for Scotland hereby certifies that

ALBACHEM LIMITED

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

CSS-ALBACHEM LIMITED

Given at Companies House, Edinburgh, the 16th July 2004



CSC154034F



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES

COMPANIES ACT 1985

PRIVATE COMPANY LIMITED BY SHARES

ALBACHEM LIMITED

(REGISTERED NO. SC154034)



WRITTEN RESOLUTION

We, the undersigned, being all of the shareholders of the Company entitled to attend and vote at general meetings of the Company hereby resolve, in accordance with section 381A of the Companies Act 1985 (as amended) (the "Act"), that the resolution set out below be and is hereby passed as a written resolution of the Company:-

"THAT

- (a) the name of the Company be changed to "CSS-AlbacheM Limited";
- (b) the authorised share capital of the Company be and is hereby increased to £6,025 by the creation of an additional 90,428 ordinary shares of £0.05 each having the rights and being subject to the restrictions attached to the ordinary shares of £0.05 each set out in the articles of association of the Company to be adopted in terms of part (e) of the resolution set out below and ranking *pari passu* in all respects with the existing ordinary shares of the Company;
- (c) in substitution for any existing power under section 80 of the Companies Act 1985 (as amended) (the "Act"), but without prejudice to the exercise of any such authority prior to the date hereof, the Directors be and are hereby generally and unconditionally authorised in accordance with section 80 of the Act to exercise all the powers of the Company to allot relevant securities (as defined in Section 80(2) of the Act) up to an aggregate nominal amount of £4,551, such authority to expire 5 years from the passing of this resolution but so that such authority shall allow the Company to make offers or agreements before the expiry of such authority which would or might require relevant securities to be allotted after such expiry and the Directors may allot relevant securities in pursuance of such offers or agreements as if the power conferred hereby had not expired;
- (d) in substitution for any existing power under section 95 of the Act, the Directors be and are hereby generally and unconditionally empowered pursuant to section 95 of the Act, to allot equity securities (as defined in section 94(2) of the Act) for cash pursuant to the above authority given in accordance with section 80 of the Act as if section 89(1) of the Act did not apply to the allotment such power to expire 5 years from the passing of this resolution but so that such authority shall allow the Company to make offers or agreements




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this power which would or might require equity securities to be allotted after such expiry and the Directors may allot equity securities in pursuance of such offers or agreements as if the power conferred hereby had not expired; and


- (e) the regulations contained in the document appended hereto and for the purposes of identification signed by the Chairman be and are hereby approved and adopted as the articles of association of the Company and in substitution for and to the exclusion of all existing articles of association of the Company."



PROFESSOR ROBERT RAMAGE


PROFESSOR ROBERT RAMAGE as
attorney for and on behalf of JOAN
FRASER RAMAGE

Date 26 March 2004


Date: 26 March 2004

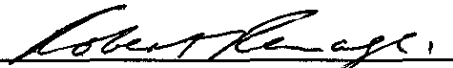

PROFESSOR ROBERT RAMAGE as
attorney for and on behalf of JULIA ANN
MARY BROCK


PROFESSOR ROBERT RAMAGE as
attorney for and on behalf of
JACQUELINE EVA RAMAGE

Date: 26th March 2004


Date: 26th March 2004



PROFESSOR ROBERT RAMAGE as
attorney for and on behalf of JENNIFER
LOUISE RAMAGE


PROFESSOR ROBERT RAMAGE for
and on behalf of THE RAMAGE
FAMILY TRUST

Date: 26th March 2004

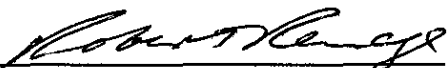
Date: 26th March 2004



PROFESSOR ROBERT RAMAGE as
attorney for and on behalf of IAIN
BARKER


PROFESSOR ROBERT RAMAGE as
attorney for and on behalf of JOHN
EDWARDS

Date: 26th March 2004

Date: 26th March 2004


PROFESSOR ROBERT RAMAGE as
attorney for and on behalf of DAVID
CARR


PROFESSOR ROBERT RAMAGE as
attorney for and on behalf of
GRAHAM HAZELL

Date: 26th March 2004

Date: 26 March 2004

Robert Ramage.
PROFESSOR ROBERT RAMAGE as
attorney for and on behalf of PROFESSOR
RONALD CRESSWELL

Date: 26th March 2004

Robert Ramage.
PROFESSOR ROBERT RAMAGE as
attorney for and on behalf of
MURRAYFIELD PROPERTIES LIMITED

Date: 26th March 2004

Robert Ramage.
PROFESSOR ROBERT RAMAGE as
attorney for and on behalf of DR.
ALASTAIR HAY

Date: 26th March 2004

Robert Ramage.
PROFESSOR ROBERT RAMAGE as
attorney for and on behalf of DR.
GRAHAM COTTON

Date: 26th March 2004

Robert Ramage.
PROFESSOR ROBERT RAMAGE as
attorney for and on behalf of
ALISON McCALL

Date: 26th March 2004

Robert Ramage.
PROFESSOR ROBERT RAMAGE as
attorney for and on behalf of
BOURSE TRUST as TRUSTEES of 1B
BARKER GUERNSEY PENSION
SCHEME

Date: 26th March 2004

Robert Ramage.
PROFESSOR ROBERT RAMAGE as
attorney for and on behalf of DR LU
JIANG

Date: 26th March 2004