

FILE COPY



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

Company No. 2723534

The Registrar of Companies for England and Wales hereby certifies that

ZENECA GROUP PLC

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

AstraZeneca PLC

Given at Companies House, Cardiff, the 5th April 1999



C027235344

A handwritten signature in dark ink, appearing to read 'Mrs R Davies'.

MRS R DAVIES

For The Registrar Of Companies



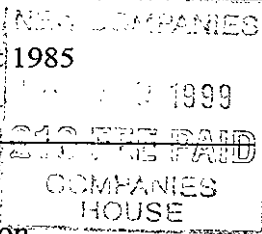
C O M P A N I E S H O U S E

015141

2723534

SIDAY

The Companies Act 1985



Special Resolution

of

ZENECA Group PLC

Passed 18 February 1999

At the Extraordinary General Meeting of the above named Company, duly convened and held at the Royal Lancaster Hotel, Lancaster Terrace, London W2 on 18th February 1999, the following Resolution was passed as a Special Resolution:-

"That subject to and with effect from the Merger Offers becoming unconditional and not having been terminated in accordance with their terms, the name of the Company be changed to AstraZeneca PLC".

Dated this 18th day of February 1999

GHR Musker
Secretary