

THE COMPANIES ACTS

COMPANY LIMITED BY SHARES

RESOLUTION

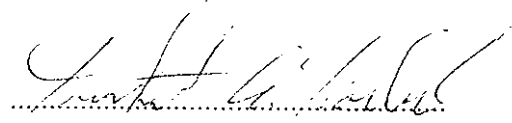
of

LAFAYETTE HEALTHCARE, LIMITED
(passed on April 24, 1996)

The following resolution was duly passed as an ordinary resolution of the company by the sole member of the company on April 24, 1996:

THAT:

- (1) the authorised share capital of the company be increased by £89,900 to £90,000 by the creation of an additional 89,900 shares of £1 each ranking pari passu in all respects as one class of shares with the existing shares in the capital of the company; and
- (2) the directors be generally and unconditionally authorised for the purposes of section 80 of the Companies Act 1985 to allot, or to grant any right to subscribe for or to convert any security into, shares in the company up to a maximum nominal amount of £90,000 at any time or times during the period from the date of the passing of this resolution up to and including April 24, 2001 on which date the authority given by this resolution shall expire and such authority shall allow the company to make an offer or agreement before the expiry of the authority which would or might require shares to be allotted, or rights to subscribe for or to convert any security into shares to be granted, after the expiry of the authority.



for Lafayette Pharmaceuticals Inc.
(sole member)

C3:76228.1

