

Company Number: 02796837

THE COMPANIES ACTS 1985 AND 1989

COMPANY LIMITED BY SHARES

**WRITTEN RESOLUTION
OF
HUNTINGDON CONSULTING ENGINEERS LIMITED
(the "Company")**

Passed 23 December 2005

Pursuant to Section 381A of the Companies Act 1985 (as amended), we, the undersigned, being the sole member entitled to attend and vote at any general meeting of the Company in respect of the resolutions set out below, HEREBY AGREE that the following resolutions be passed as an ordinary and as special resolutions of the Company:-

ORDINARY RESOLUTION

That the participation by the Company in the proposed arrangements contemplated by and set out in the Documents (as defined in the minutes of a meeting of the board of directors of the Company to be held on or about the date of this written resolution) (the "**Proposed Arrangements**") are hereby approved and ratified. The sole member is of the opinion that the Company's participation in the Proposed Arrangements is in the best interest of the Company, within the powers of the Company, within the authority of the directors and is incidental to the attainment of the Company's objects.

SPECIAL RESOLUTIONS

That the articles of association of the Company be amended by:

1. the deletion of the current wording of article 6 and its replacement with the following:

"6. Intentionally left blank."



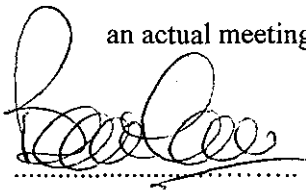
2. the deletion of the current wording of article 7 and its replacement with the following:

“7. Notwithstanding any other provisions of these Articles, the directors shall promptly upon receipt of a duly stamped and executed stock transfer form together with the relevant share certificates, register any transfer of shares in the Company which is:

- (a) to any bank or institution to whom those shares have been charged by way of security, or to any nominee of such bank or institution; or
- (b) made by any bank or institution to whom those shares have been charged by way of security, or made by a nominee of such bank or institution.”

3. the addition of a new article 16 (c) as follows:

“(c) A meeting of the directors shall, subject to notice thereof having been given in accordance with these Articles, for all purposes be deemed to be held when a director is or directors are in communication by telephone or television (or any other form of audio visual linking) with another director or directors and all of the directors in communication agree to treat the meeting as so held, if the number of the directors in communication constitutes a quorum of the board in accordance with these Articles. Such a meeting shall be deemed to take place where the largest group of those participating is assembled or, if there is no such group, where the chairman of the meeting then is. A resolution passed by the directors at such a meeting as specified in this Article 16 (c) shall be as valid as it would have been if passed at an actual meeting duly convened and held.”



for and on behalf of

Life Sciences Research Limited