



FILE COPY

**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

Company No. 5275732

The Registrar of Companies for England and Wales hereby certifies that

BIOFUSION PLC

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

FUSION IP PLC

Given at Companies House on **31st July 2008**



C05275732U



Companies House
— for the record —



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



THE COMPANIES ACTS 1985 AND 2006
PUBLIC COMPANY LIMITED BY SHARES
BIOFUSION PLC

At a general meeting of the Company duly convened and held on 31 July 2008 the following resolutions were passed as special resolutions

SPECIAL RESOLUTIONS

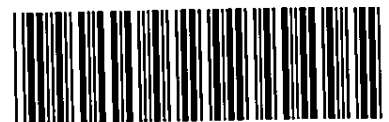
THAT:

- 1 (a) the directors of the Company be and they are hereby generally unconditionally authorised for the purposes of section 80 of the Companies Act 1985 (the "**Act**") (and in substitution for any existing but unutilised authority to allot relevant securities) to exercise all the powers of the Company to allot relevant securities (within the meaning of section 80(2) of the Act) in connection with the Placing, and the Expanded Sheffield Agreement (each as defined in the circular of the Company dated 7 July (the "**Circular**")), and otherwise, up to an aggregate nominal amount of £148,198 75, such authority to expire on 30 July 2013 (save that the Company may before such expiry make any offer or agreement which would or might require relevant securities to be allotted after such expiry and the directors of the Company may allot relevant securities pursuant to any such offer or agreement as if such authority had not expired), and
- (b) the directors of the Company be and they are hereby empowered (in substitution for any existing power) pursuant to section 95(1) of the Act to allot equity securities (as defined in section 94(2) of the Act) for cash pursuant to the authority referred to in paragraph (b) above as if section 89(1) of the Act did not apply to any such allotment, provided that such power shall be limited to
- (i) the allotment on Admission of 5,489,999 New Ordinary Shares (as defined in the Circular) pursuant to or in connection with the Placing, and the Expanded Sheffield Agreement (as defined and on the basis set out in the Circular), and
- (ii) the allotment (otherwise than pursuant to sub-paragraph (i) above) of equity securities up to a maximum aggregate nominal amount of £21,076 98,

such power to expire on 30 July 2013 (save that the Company may before such expiry make any offer or agreement which would or might require equity securities to be allotted after such expiry and the directors of the Company may allot relevant securities in pursuance of any such offer or agreement as if such power had not expired)

- 2 The name of the Company be changed to Fusion IP plc


Chairman



Presented by Ashurst LLP
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Ref BIO10 00014/LAW