

Secretary's Certificate

The United Laboratories International Holdings Limited
聯邦制藥國際控股有限公司
Cricket Square
Hutchins Drive, P.O. Box 2681
Grand Cayman KY1-1111
British West Indies

We, Codan Trust Company (Cayman) Limited, Assistant Secretary of **The United Laboratories International Holdings Limited** 聯邦制藥國際控股有限公司 (the "Company") **DO HEREBY CERTIFY** that the following is a true copy of a written resolution passed by the sole shareholder of the Company on 25th May 2007 and that such resolution has not been modified, amended, or rescinded since its adoption and is in full force and effect as of the date hereof: -

THAT :

The authorised share capital of the Company be and it is hereby increased from HK\$380,000 to HK\$38,000,000 by the creation of an additional 3,762,000,000 new ordinary shares of HK\$0.01 each to rank pari passu in all respects with the existing shares of HK\$0.01 each (the "Share(s)") of the Company in issue.

(Sd.) Sharon Pierson

Sharon Pierson
for and on behalf of
CODAN TRUST COMPANY (CAYMAN) LIMITED
Assistant Secretary

Dated this 29th day of May 2007.

**THE COMPANIES LAW
EXEMPTED COMPANY LIMITED BY SHARES**

**AMENDED AND RESTATED
MEMORANDUM OF ASSOCIATION
OF**

**The United Laboratories International Holdings Limited
聯邦制藥國際控股有限公司**

(Adopted by special resolutions of the sole shareholder
of the Company dated 1 August 2006)

1. The name of the Company is The United Laboratories International Holdings Limited 聯邦制藥國際控股有限公司.
2. The Registered Office of the Company shall be at the offices of Codan Trust Company (Cayman) Limited, Century Yard, Cricket Square, Hutchins Drive, P.O. Box 2681GT, George Town, Grand Cayman, British West Indies.
3. Subject to the following provisions of this Memorandum, the objects for which the Company is established are unrestricted.
4. Subject to the following provisions of this Memorandum, the Company shall have and be capable of exercising all the functions of a natural person of full capacity irrespective of any question of corporate benefit, as provided by Section 27(2) of The Companies Law.
5. Nothing in this Memorandum shall permit the Company to carry on a business for which a licence is required under the laws of the Cayman Islands unless duly licensed.
6. The Company shall not trade in the Cayman Islands with any person, firm or corporation except in furtherance of the business of the Company carried on outside the Cayman Islands; provided that nothing in this clause shall be construed as to prevent the Company effecting and concluding contracts in the Cayman Islands, and exercising in the Cayman Islands all of its powers necessary for the carrying on of its business outside the Cayman Islands.
7. The liability of each member is limited to the amount from time to time unpaid on such member's shares.
8. The share capital of the Company is HK\$380,000 divided into 38,000,000 shares of a nominal or par value of HK\$0.01 each.
9. The Company may exercise the power contained in the Companies Law to deregister in the Cayman Islands and be registered by way of continuation in another jurisdiction.

We, the undersigned, are desirous of being formed into a company pursuant to this Memorandum of Association and the Companies Law, and we hereby agree to take the numbers of shares set opposite our respective names below.

Dated this 6th day of March, 2006.

**SIGNATURE, NAME, OCCUPATION AND
ADDRESS OF SUBSCRIBER**

**NUMBER OF SHARES
TAKEN BY
SUBSCRIBER**

CODAN TRUST COMPANY (CAYMAN) LIMITED,
a Cayman Islands Company of:
Century Yard, Cricket Square,
Hutchins Drive,
P.O. Box 2681GT,
George Town,
Grand Cayman,
British West Indies

One (1)

by :

(Sd.) Kevin Butler

Kevin Butler

and :

(Sd.) Krysten Lumsden

Krysten Lumsden

(Sd.) Theresa L. Pearson-Thomas

Theresa L. Pearson-Thomas
Witness to the above signatures

Address: Century Yard, Cricket Square, Hutchins Drive, P.O. Box 2681GT, George Town,
Grand Cayman, British West Indies

Occupation: Secretary

I, JOY A. RANKINE Asst. Registrar of Companies in and for the Cayman Islands DO HEREBY
CERTIFY that this is a true copy of the Memorandum of Association of this Company duly
registered on the 6th day of March, 2006.

(Sd.) Joy A. Rankine

Asst. REGISTRAR OF COMPANIES