

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	Resolution for Splitting by Means of Transfer		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
ZAMBON GROUP S.P.A.		01/18/2007	CORPORATION: ITALY
RECEIVING PARTY DATA			
Name:	ZAMBON S.P.A.		
Street Address:	Via Lillo Del Duca 10		
City:	Bresso (MI)		
State/Country:	ITALY		
Postal Code:	20091		
Entity Type:	CORPORATION: ITALY		
PROPERTY NUMBERS Total: 1			
Property Type	Number	Word Mark	
Registration Number:	2781812	FLUIMUCIL	
CORRESPONDENCE DATA			
Fax Number:	(703)413-2220		
	<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>		
Phone:	703-413-3000		
Email:	tmdocket@oblon.com		
Correspondent Name:	Jeffrey H. Kaufman		
Address Line 1:	1940 Duke Street		
Address Line 4:	Alexandria, VIRGINIA 22314		
ATTORNEY DOCKET NUMBER:	210850US33		
DOMESTIC REPRESENTATIVE			
Name:	Jeffrey H. Kaufman		
Address Line 1:	1940 Duke Street		
Address Line 4:	Alexandria, VIRGINIA 22314		

CH \$40.00 2781812

NAME OF SUBMITTER:	Jeffrey H. Kaufman
Signature:	/Jeffrey H. Kaufman/
Date:	11/29/2007

Total Attachments: 17

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OF ART. 106 OF LAW DECREE NO. 385, DATED 1.9.93.

MANAGEMENT AND CONTROL SYSTEMS

Adopted management system: TRADITIONAL

Person exercising accounting control: firm of auditors

BOARD OF DIRECTORS

Number of Directors in office: 9

duration of office: 3 ACCOUNTING PERIODS

BOARD OF AUDITORS:

- Acting auditors

number acting: 3

duration of office: 3 ACCOUNTING PERIODS

- Reserve auditors

number of reserves: 2

duration of office: 3 ACCOUNTING PERIODS

INFORMATION ON THE MEMORANDUM/ ARTICLES OF ASSOCIATION

DIVISION OF PROFITS AND LOSSES AMONG PARTNERS

NET PROFITS RESULTING FROM THE PROPERLY APPROVED FINANCIAL STATEMENTS, THE QUOTA OF LEGAL RESERVE BEING DEDUCTED UNTIL SUCH TIME IT HAS REACHED ONE FIFTH OF COMPANY CAPITAL, MAY BE DISTRIBUTED TO SHAREHOLDERS, SUBJECT TO RESOLUTION OF THE GENERAL MEETING.

SHOULD THE BASES AND CONDITIONS SET OUT IN ART 243 BIS OF THE CIVIL CODE APPLY, THE BOARD OF DIRECTORS MAY RESOLVE ON THE DISTRIBUTION OF ADVANCES IN RESPECT OF DIVIDENDS WITHIN THE LIMITS ALLOWED BY THE AFORESAID PROVISION OF THE RULES.

Powers associated with the office of BOARD OF DIRECTORS

THE ADMINISTRATIVE BODY IS GRANTED THE WIDEST POSSIBLE POWERS FOR ORDINARY AND EXTRAORDINARY MANAGEMENT OF THE COMPANY. IT MAY THEREFORE BRING INTO BEING ALL DEEDS, EVEN OF PROVISION, THAT IT SEES FIT FOR ACHIEVING THE COMPANY OBJECT, SUBJECT TO THE SOLE EXCLUSION OF THOSE THAT THE LAW SETS ASIDE EXCLUSIVELY FOR THE GENERAL MEETING.

THE ADMINISTRATIVE BODY IS ALSO COMPETENT TO TAKE THE RESOLUTIONS SET OUT UNDER THE SECOND PARAGRAPH OF ART. 2365 OF THE CIVIL CODE.

REPRESENTATION OF THE COMPANY VIS-A-VIS THIRD PARTIES AND IN JUDGEMENT PERTAINS TO THE CHAIRPERSON OF THE BOARD OF DIRECTORS, WITH THE RIGHT TO APPOINT ATTORNEYS FOR SPECIFIC DEEDS OR CATEGORIES OF DEEDS AND LAWYERS PROVIDED WITH THE POWERS NEEDED IN ALL STATES AND TIERS OF JURISDICTION.

THE POWER TO REPRESENT MAY BE GRANTED ALSO TO INDIVIDUAL DIRECTORS FOR SPECIFIC DEEDS OR CATEGORIES OF DEEDS OR TO THE MANAGING DIRECTORS IN THE AREA OF THE ATTRIBUTIONS GRANTED TO THEM.

Manner of convening, attending and functioning of the general meeting:

ARTICLES 7, 8, 9, OF THE ARTICLES OF ASSOCIATION

Withdrawal clause:

ART. 12 OF THE ARTICLES OF ASSOCIATION

Pre-emption clause:

ARTICLES 10, 11 OF THE ARTICLES OF ASSOCIATION



ECONOMIC AND FINANCIAL INFORMATION

Company Capital in EURO:
resolved: 5,649,880.00
subscribed 5,649,880.00
paid up 5,649,880.00
conferment: in MONEY

EXTRAORDINARY OPERATIONS

Project for splitting by means of transfer from the company/ies
- ZAMBON GROUP S.P.A.
Registered Office: BRESSO (MI) REA number 1023642
Fiscal Code: 00691950240
Date of deed: 28/06/2006

Project for splitting by means of transfer from the company/ies
- ZAMBON GROUP S.P.A.
Registered Office: BRESSO (MI) REA number 1023642
Fiscal Code: 00691950240
Date of deed: 28/06/2006

Resolution for splitting by means of transfer from the company/ies
- ZAMBON GROUP S.P.A.
Registered Office: BRESSO (MI) REA number 1023642
Fiscal Code: 00691950240
Date of resolution: 02/11/2006 Execution by deed dated 11/12/2006.

ACTIVITY

Date of company's start of activities : January 1, 2007

Activities implemented at registered offices:

MANUFACTURE, PREPARATION, AND SALE OF PHARMACEUTICAL PRODUCTS FOR HUMAN USE.

HOLDERS OF OFFICES OR TITLES

* Registered name: ZAMBON S.P.A.
REA number: 268288 CCIAA: MI
Fiscal Code: 01690280159
Registered office: BRESSO (MI) VIA LILLO DEL DUCA 10 POSTCODE 20091
- SOLE PARTNER recorded in the list of partners on 24/07/2006

* ISACCO ALESSANDRO
born in MILAN (MI) on 03/04/1949
fiscal code: SECLSN89D03F305G
- CHAIRPERSON OF THE BOARD OF AUDITORS appointed by deed dated 11/12/2006
Duration in office: UNTIL APPROVAL OF FINANCIAL STATEMENTS AS OF 31/12/2008

* GIACONIA MASSIMO
born in CALTAGIRONE (CT) on 22/07/1959
fiscal code: GCNMSM59L23042884
- ACTING AUDITOR appointed by deed dated 11/12/2006
Date of presentation of office 13/12/2006
Duration in office: UNTIL APPROVAL OF FINANCIAL STATEMENTS AS OF 31/12/2008

* PIANTANIDA MARIO

CHAMBER OF COMMERCE
INDUSTRY CRAFT AGRICULTURE
OF MILAN



Reg. No.: CEW / 4336 / 2007 / CM11307

January 18, 2007

born in PONTE NOSSA (BG) on 27/01/1947
fiscal code: PNTMRA47A27F941M
- ACTING AUDITOR - appointed by deed dated 11/12/2006
Duration in office: UNTIL APPROVAL OF FINANCIAL STATEMENTS AS OF 31/12/2008

* CASTAGNA ROBERTA
born in PREMOSELLO-CHOVENDA (VB) on 06/06/1966
fiscal code: CSTRRT66FNGH037K
- RESERVE AUDITOR appointed by deed dated 11/12/2006
Duration in office: UNTIL APPROVAL OF FINANCIAL STATEMENTS AS OF 31/12/2008

* PREGAGLIA ALBERTO
born in MILAN (MI) on 02/04/1967
fiscal code: PRLRLT67D02F205A
- RESERVE AUDITOR appointed by deed dated 11/12/2006
Duration in office: UNTIL APPROVAL OF FINANCIAL STATEMENTS AS OF 31/12/2008

* Registered name: DELOITTE & TOUCHE S.P.A.
REA number: 1720239 CCIAA: MI
Registered Office: MILAN (MI) VIA TORTONA 36 POSTCODE 20144
- FIRM OF AUDITORS appointed by deed dated 11/12/2006

* ZAMBON CHIARA MADDALENA
born in VICENZA (VI) on 08/08/1961
fiscal code: ZMBCRM63M48L840V
- DIRECTOR appointed by deed dated 11/12/2006
Duration in office: UNTIL APPROVAL OF FINANCIAL STATEMENTS AS OF 31/12/2008

* ZAMBON ELENA EMILIA (representative of the enterprise)
born in VICENZA (VI) on 15/10/1964
fiscal code: ZMBLML64R55L840Z
- DIRECTOR appointed by deed dated 11/12/2006
Duration in office: UNTIL APPROVAL OF FINANCIAL STATEMENTS AS OF 31/12/2008
- CHAIRPERSON OF THE BOARD OF DIRECTORS appointed by deed dated 11/12/2006
Duration in office: UNTIL APPROVAL OF FINANCIAL STATEMENTS AS OF 31/12/2008
Powers assigned:
minutes of the board of directors dated 14/12/2006
1) TO ASSIGN TO THE CHAIRPERSON ELENA ZAMBON THE FOLLOWING POWERS FOR THE ORDINARY ADMINISTRATION: TO COORDINATE THE ACTIVITIES OF THE BOARD OF DIRECTORS, SIGN THE COMPANY'S CORRESPONDENCE CONCERNING ANY DEED CONNECTED TO THE EXERCISE OF THE ASSIGNED POWERS;
2) TO DELEGATE TO THE CHAIRPERSON AND DEPUTY CHAIRPERSON JOINTLY, THE DEFINITION OF THE GENERAL MANAGER'S REMUNERATION, IN COMPLIANCE WITH THE POLICIES SET BY THE HOLDING COMPANY, THE BOARD OF DIRECTORS SHALL BE KEPT DULY INFORMED ON THE DECISIONS TAKEN;

* CORNA PELLEGRINI SPANDRE PAOLA LUCIA
born in BRESCIA (BS) on 09/10/1958
fiscal code: CRNPLCS8R49B157K
- DIRECTOR appointed by deed dated 11/12/2006
Duration in office: UNTIL APPROVAL OF FINANCIAL STATEMENTS AS OF 31/12/2008
- GENERAL MANAGER appointed by deed dated 14/12/2006
Duration in office: UNTIL REVOKED
Powers assigned:
MINUTES OF THE BOARD OF DIRECTORS DATED 14/12/2006
3) TO APPOINT PAOLA CORNA PELLEGRINI, DIRECTOR, TO THE OFFICE OF GENERAL MANAGER;
4) TO GRANT TO THE GENERAL MANAGER ALL POWERS FOR THE ROUTINE ADMINISTRATION OF THE COMPANY, MORE SPECIFICALLY THE GENERAL MANAGER;

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I. SUPERVISES AND TAKES CARE OF THE ROUTINE MANAGEMENT OF THE COMPANY, UNDER HIS OWN RESPONSIBILITY, IN ACCORDANCE WITH THE GUIDELINES PROVIDED BY THE BOARD OF DIRECTORS, ALSO THROUGH THE CHAIRPERSON, AND IN COMPLIANCE WITH THE INSTRUCTIONS SUPPLIED BY THE HOLDING COMPANY.

II. TO COORDINATE THE ACTIVITIES OF THE AFFILIATED COMPANIES.

THE ABOVE POWERS WILL BE EXERCISED IN COORDINATION WITH THE CENTRAL GROUP FUNCTIONS: FINANCE, ADMINISTRATION AND CONTROL, HUMAN RESOURCES, ORGANIZATION AND STRATEGIC DEVELOPMENT, COMMUNICATION, LEGAL, GOVERNANCE, TAX AND INTERNAL CONTROL, EACH FOR THE RELEVANT AREA OF INTEREST.

IN COMPLIANCE WITH THE PROVISIONS OF THE ARTICLES OF ASSOCIATION, THE GENERAL MANAGER IS GRANTED ALL POWERS OF REPRESENTATION REFERRED TO THE MANAGERIAL POWERS ASSIGNED TO HIM, TO BE EXERCISED BY FREE SIGNATURE, EXCEPT AS SPECIFICALLY PROVIDED FOR IN ITEMS 8, 9, 12, 13, 27, 28, 29, 30, 31, 33, 36 HEREUNDER.

IN THIS RESPECT THE GENERAL MANAGER SHALL HAVE, AMONG OTHERS, THE POWER TO:

1. SIGN THE CORRESPONDENCE OF THE COMPANY AND THE DEEDS PERTAINING TO THE EXERCISE OF THE POWERS GRANTED;
 2. WITHDRAW VALUABLES, PACKAGES, PARCELS, LETTERS (AS NO SPECIAL DELIVERY AND INSURED) AS WELL AS MONEY ORDERS AND TELEGRAPHIC MONEY ORDERS;
 3. CARRY OUT ALL ACTIONS AND OPERATIONS WITH THE RAILROAD, CUSTOMS, POSTAL, TELEGRAPH AND TRANSPORT OFFICES AND, IN GENERAL, WITH ANY PUBLIC AND PRIVATE OFFICE WITH POWER TO GIVE RELEASE RECEIPTS, DISCHARGE DECLARATIONS AND TO ALLOW OBLIGATIONS AND CLEARANCES;
 4. CARRY OUT WITH THE PUBLIC ADMINISTRATIONS, PUBLIC AUTHORITIES AND OFFICES, UTIF INCLUDED, ALL DEEDS AND OPERATIONS REQUIRED TO OBTAIN GRANTS, LICENSES AND AUTHORIZATIONS IN GENERAL;
 5. SIGN REQUESTS FOR NEWS, INFORMATION AND DOCUMENTS, CERTIFICATES AND DECLARATIONS FROM PUBLIC AUTHORITIES, EXPLANATIONS AND REMINDERS CONCERNING OFFERS AND SUPPLIERS;
 6. REPRESENT THE COMPANY BEFORE PUBLIC AUTHORITIES AND ADMINISTRATIONS, EITHER CENTRAL, PERIPHERAL OR LOCAL, LOCAL HEALTH UNITS, HOSPITALS, GOVERNMENT DEPARTMENTS, EU AND EXTRANATIONAL AUTHORITIES TO SAFEGUARD THE INTERESTS OF THE COMPANY WHEN OPERATING WITH THESE AGENCIES, WITH THE EXCLUSION, HOWEVER, OF THOSE RELATIONS WITH A DURATION IN EXCESS OF NINE YEARS;
 7. AS FAR AS THE SUPPLY OF PHARMACEUTICAL PRODUCTS PRODUCED OR MARKETED BY THE COMPANY IS CONCERNED, PREPARE AND UNDERWRITE THE OFFER OF THESE DRUGS BY PREPARING ALSO ALL KINDS OF DECLARATIONS RELATED TO THE POSITION OF THE COMPANY CONCERNING THESE OFFERS AND SUPPLIES; TO THIS END, ARRANGE FOR CAUTION MONEY IN ANY FORM AND ASK FOR THE RELEVANT RELEASE; SET UP AND UNDERWRITE ALL DOCUMENTS REQUIRED BY PUBLIC AND PRIVATE CONCERNS FOR AUCTIONS, PRIVATE NEGOTIATIONS, INVITATIONS TO TENDER, REGISTRATION IN THE LIST OF SUPPLIERS, AWARD OF CONTRACTS AND ALL THAT FOLLOWS FROM DEALING WITH THEM, INCLUDING THE DECLARATIONS ISSUED IN THE TERMS OF LAW;
 8. ENTER, IN THE NAME AND ON BEHALF OF THE COMPANY, AND IN COMPLIANCE WITH THE COMPANY AND GROUP POLICIES AND PROCEDURES, USING ALL PROVISIONS THAT ARE CONSIDERED APPROPRIATE, INCLUDING THE ARBITRATION CLAUSE:
 - CONTRACTS FOR THE PURCHASE OF MACHINERY, FURNITURE, OFFICE EQUIPMENT, RAW MATERIALS, GOODS, PRODUCTS AND VEHICLES, AS WELL AS THE LICENSE AND DISTRIBUTION OF PRODUCTS, EVEN THROUGH PUBLIC OR PRIVATE AUCTIONS;
 - ADMINISTRATION AND SERVICE CONTRACTS, CONTRACTS FOR THE RENTAL, FORWARDING, TRANSPORT, SALE AND EXCHANGE OF RESIDUAL AND UNSERVICEABLE MATERIALS;
 - CONTRACTS FOR WORKS AND SERVICES ACQUIRED BY THE COMPANY, AS WELL AS OPERATIONS OF TRANSFORMATION AND/OR PROCESSING OF PRODUCTS.THE GENERAL MANAGER SHALL BE ENTITLED TO EXECUTE, MODIFY AND TERMINATE SAID CONTRACTS AND SETTLE ANY DISPUTE THAT MAY ARISE THEREOF.
- ALL OF THE ABOVE BY SINGLE SIGNATURE ONLY FOR CONTRACT VALUES NOT EXCEEDING





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- EUR 1,000,000.00, AND IN JOINT SIGNATURE WITH THE CHAIRPERSON OR DEPUTY CHAIRPERSONS FOR CONTRACT VALUES NOT EXCEEDING EUR 5,000,000.00;
9. ENTER, IN THE NAME AND ON BEHALF OF THE COMPANY, AND IN COMPLIANCE WITH THE COMPANY AND GROUP POLICIES AND PROCEDURES, USING ALL PROVISIONS THAT ARE CONSIDERED APPROPRIATE, INCLUDING THE ARBITRATION CLAUSE:
- CONTRACTS FOR THE SALE, SUPPLY AND DISPENSING OF GOODS MANUFACTURED AND/OR MARKETED AND/OR SUPPLIED BY THE COMPANY;
 - CONTRACTS FOR COMPANY SERVICES OR FOR SERVICES MARKETED BY THE COMPANY, INCLUDING AGENCY, MANDATE AND DISTRIBUTION AGREEMENTS;
 - WORK CONTRACTS CONCERNING SERVICES SUPPLIED BY THE COMPANY, AS WELL AS OPERATIONS OF TRANSFORMATION AND/OR PROCESSING OF PRODUCTS;
- ALL OF THE ABOVE ALSO BY MEANS OF PARTICIPATION TO TENDERS, BIDDINGS, AUCTIONS BY PUBLIC BODIES AND, IN PARTICULAR, BY HOSPITALS AND IN THIS RESPECT, TO MAKE CAUTION MONEY IN ANY FORM AND ASK FOR THE RELEVANT RELEASE; PROVIDE FOR THE EXECUTION, MODIFICATION AND TERMINATION OF SAID CONTRACTS AND SETTLE ANY DISPUTE ARISING FROM SAID CONTRACTS, WITH THE OPTION OF BEING REPRESENTED BY AN ATTORNEY FOR THE EXECUTION OF THESE OPERATIONS;
- ALL OF THE ABOVE IN SINGLE SIGNATURE, ONLY FOR CONTRACT VALUES NOT EXCEEDING EUR 1,000,000.00, AND IN JOINT SIGNATURE WITH THE CHAIRPERSON OR DEPUTY CHAIRPERSON FOR BIGGER AMOUNTS.
10. SELL, DISPOSE OF AND/OR DESTROY, IN COMPLIANCE WITH THE APPLICABLE LEGAL REGULATIONS, OBSOLETE FINISHED PRODUCTS, AS WELL AS SELL OR WRECK OBSOLETE ASSETS;
11. ENTER, MODIFY AND TERMINATE CONTRACTS, IN COMPLIANCE WITH COMPANY AND GROUP PROCEDURES, CONCERNING THE PURCHASE, LICENSE, TRANSFER OF THE RIGHTS CONNECTED WITH SOFTWARE PRODUCTS IN GENERAL, WITH THE OPTION TO GRANT POWERS OF ATTORNEY FOR THE ABOVE ACTIVITIES WITH THE EXCLUSION OF THOSE WITH A VALUE EQUAL TO OR EXCEEDING EUR 500,000.00;
12. ENTER LEASE CONTRACTS, RENTAL AND LOAN OF IMMOVABLE PROPERTY FOR A DURATION NOT EXCEEDING NINE YEARS, WITH THE EXCLUSION OF THOSE WORTH EUR 500,000.00 OR MORE IN SINGLE SIGNATURE, OR IN JOINT SIGNATURE WITH THE CHAIRPERSON OR DEPUTY CHAIRPERSON FOR BIGGER AMOUNTS;
13. CARRY OUT, IN COMPLIANCE WITH COMPANY'S REGULATIONS AND PROCEDURES, ANY OPERATIONS CONCERNING THE IMPORT AND EXPORT OF GOODS, TAKE CARE OF THE NECESSARY PAPER WORK AND SIGN DOCUMENTS, ALL OF THIS UNDER SINGLE SIGNATURE WITHIN THE LIMITS OF EUR 2,000,000.00 AND FOR COMMITMENTS NOT TO EXCEED ONE YEAR, AND IN JOINT SIGNATURE WITH THE CHAIRPERSON OR DEPUTY CHAIRPERSON FOR BIGGER AMOUNTS ;
14. SUBMIT, IN COMPLIANCE WITH COMPANY RULES AND PROCEDURES, PATENT APPLICATIONS ON INDUSTRIAL INVENTIONS, PATTERNS, DRAWINGS AND TRADEMARKS, TO THE ITALIAN PATENTS OFFICE AS WELL AS TO THE OFFICES OF EVERY FOREIGN COUNTRY AND TO ALL AGENCIES, INSTITUTIONS AND INTERNATIONAL ORGANIZATIONS, WITH AUTHORITY ON INDUSTRIAL PROPERTIES, ISSUE DECLARATIONS AND PRESENT PRIORITY CLAIMS , REQUEST EXAMS. AND CARRY OUT ALL THAT IS NECESSARY AND APPROPRIATE TOWARD THE ISSUE OF PATENTS, ASK FOR RENEWALS, PAY ROYALTIES OF ALL KINDS AND APPOINT REPRESENTATIVES TO THIS PURPOSE IN ITALY AND IN FOREIGN COUNTRIES;
15. AUTHORIZE THE EMPLOYEES OF THE COMPANY TO THE USE OF COMPANY CAR AND TO TRAVELLING ALLOWANCES IN LINE WITH THE POLICIES OF THE GROUP.
16. TAKE ON THE RESPONSIBILITY, WITH ALL POWERS AND LEGAL AUTHORITY AND PROCEDURES IN ORDER TO ENSURE THE RESPECT BY THE COMPANY OF THE PROVISIONS SET OUT BY LAW 196/2003 FOR THE TREATMENT OF PERSONAL DATA, WHEREVER PRESENT OR HELD, IN PARTICULAR, TREAT WITH DUE CARE THE DATA RELATIVE TO THE PERSONNEL UNDER SELECTION, HIRED STAFF, SUPPLIERS, CLIENTS, REPRESENTATIVES, AGENTS, RETAILERS, DEPOSITORIES AND BUSINESS AGENTS; TAKE CARE OF THE RELATIONS WITH THOSE CONCERNED AND WITH WARRANTORS OF PRIVACY; IN THIS QUALITY CARRY OUT ALL INITIATIVES THAT WILL ENSURE THE FULL RESPECT OF THE PROVISIONS SET FORTH BY LAW 195/2003 BOTH, WITHIN THE COMPANY (INCLUDING ALL THAT CONCERNS THE APPOINTMENT OF THOSE RESPONSIBLE FOR THE TREATMENT - THAT MAY ALSO BE SELECTED AMONG PERSONS OUTSIDE THE COMPANY - THE

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COMMUNICATION OF THE REQUIRED INSTRUCTIONS FOR THOSE RESPONSIBLE OF THE TREATMENT, AND ALSO THE ADOPTION OF THE APPLICABLE SAFETY REGULATIONS ACCORDING TO THE DIRECTIVES OF THE (HOLDING), AS WELL AS IN EXTERNAL RELATIONSHIPS (INCLUDING THE RELATIONS WITH THE CONCERNED INDIVIDUALS AND WITH THE WARRANTOR OF PRIVACY), WHILE KEEPING THE BOARD OF DIRECTORS PROPERLY INFORMED;

17. CARRY OUT WITH THE PUBLIC ADMINISTRATIONS, INSTITUTES AND PRIVATE OFFICES ALL ACTS AND OPERATIONS REQUIRED TO COMPLY WITH THE PROVISIONS OF LAW, RULES AND MEASURES FROM TIME TO TIME APPLICABLE ON THE SUBJECT OF PROTECTION OF THE ENVIRONMENT, HYGIENE AND SAFETY ON THE JOB AND AGAINST POLLUTION (AIR, WATER, SOUND, ENVIRONMENT, ETC.) WHILE TAKING ON FULL RESPONSIBILITY WITH RESPECT TO SUCH PROVISIONS ALSO BEFORE THIRD PARTIES;
18. REPRESENT THE COMPANY, TO ALL EFFECTS, BEFORE ALL INSTITUTIONS AND PUBLIC AND PRIVATE AGENCIES CHARGED WITH AUTHORIZATION, SURVEILLANCE, VERIFICATION AND CONTROL AS PROVIDED BY THE RULES DEALING WITH ENVIRONMENT PROTECTION, SAFETY AND PREVENTION OF ACCIDENTS AT WORK;
19. ORGANIZE AND MANAGE THE DESIGN OF INTERVENTIONS FOR THE APPLICATION OF THE CURRENT REGULATIONS, OPERATION AND MAINTENANCE OF ACCIDENT PREVENTION OR ENVIRONMENT PROTECTION EQUIPMENT AS WELL AS TRAINING, MANAGING AND ORGANIZING THE STAFF INVOLVED;
20. APPOINT THE PERSON IN CHARGE AND ANY MEMBER OF THE PREVENTION AND PROTECTION SERVICE, AND THE COMPETENT PHYSICIAN, (WHERE NECESSARY) SPECIFY THOSE RESPONSIBLE FOR FIRST AID, FIRE SERVICE AND EVACUATION, WHERE NEEDED, WORK OUT, MODIFY, APPROVE AND DISTRIBUTE TO THE CONCERNED STAFF, THE DOCUMENT PROVIDED FOR BY ARTICLE 4, PAR. 2, OF LAW DECREE N. 626/94;
21. REPRESENT THE COMPANY IN THE RELATIONS WITH OTHER EMPLOYERS ON THE SUBJECT OF ENVIRONMENT PROTECTION, SAFETY AND ACCIDENT PREVENTION;
22. REPRESENT THE COMPANY IN PROCEEDINGS, BOTH AS PLAINTIFF AND DEFENDANT, BEFORE ANY ORDINARY OR ADMINISTRATIVE LEGAL AUTHORITY, IN CIVIL OR PENAL CASES, OF ANY ORDER OR POSITION, INCLUDING JUDGMENTS OF AN ENFORCEABLE, PRECAUTIONARY, OR WARNING NATURE, OF VOLUNTARY AND BANKRUPTCY JURISDICTION, OF REPEAL, WITH FACULTY TO PERFORM ALL RELATED DEEDS INCLUDING THOSE OF RELEASE OF THE SAME;
23. APPOINT AND REVOKE LAWYERS AND ATTORNEYS AD LITEM IN ANY KIND OF VERDICT, AS WELL AS TECHNICAL CONSULTANTS AND PUBLIC ADJUSTERS;
24. REPRESENT THE COMPANY IN ANY CLAIM OF ANY KIND AND AGAINST ANYONE;
25. UNDERWRITE ARBITRATION CLAUSES, APPOINT ARBITRATORS AND FRIENDLY COMPOSERS AND REPRESENT THE COMPANY IN SUCH PROCEDURES;
26. ENTER SETTLEMENT AGREEMENTS AS LONG AS THEIR VALUE DOES NOT EXCEED EUR 500,000.00;
27. TAKE ON AND MODIFY CONTRACTUAL ENGAGEMENTS CONCERNING FINANCE: REQUEST, DEFINE AND SOLVE WITH ANY BANK, CREDIT OR FINANCIAL INSTITUTION IN GENERAL, OPENING OF CREDITS, CURRENT ACCOUNTS, GRANT OF CREDITS AND FINANCING IN GENERAL UP TO A MAXIMUM AMOUNT OF EUR 500,000.00 IN SINGLE SIGNATURE AND UP TO A MAXIMUM AMOUNT OF EUR 2,500,000.00 IN JOINT SIGNATURE WITH THE CHAIRPERSON OR DEPUTY CHAIRPERSON, ON EACH INDIVIDUAL CREDIT, SIGNING THE RELEVANT AGREEMENTS, DEFINING INTEREST RATES BOTH PAYABLE AND RECEIVABLE CONCERNING ACCOUNTS, DEPOSITS, LENDINGS, CARRIED DOWNS AND ALL ELSE THAT APPLIES, OPEN AND CLOSE CURRENT ACCOUNTS AND BANK DEPOSITS OF ALL NATURES AND WITH FULL FACULTY TO OPERATE;
28. ENTER FACTORING CONTRACTS OR OTHER SIMILAR OPERATIONS OF CREDIT FINANCING, ASSIGNING THE REQUIRED COMMISSIONS FOR COLLECTION WITH A LIMIT OF EUR 500,000.00 IN SINGLE SIGNATURE OR WITH A LIMIT OF EUR 2,500,000.00 IN JOINT SIGNATURE WITH THE CHAIRPERSON OR DEPUTY CHAIRPERSON;
29. TRANSFER CREDITS AND ACCEPT CREDITS TRANSFERRED WITHIN THE LIMIT OF EUR 500,000.00 FOR ANY DEED IN SINGLE SIGNATURE AND WITHIN THE LIMIT OF EUR 2,500,000.00 FOR ANY DEED IN JOINT SIGNATURE



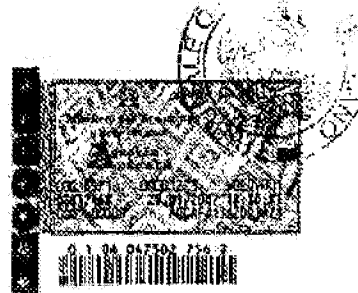
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- WITH THE CHAIRPERSON OR DEPUTY CHAIRPERSON;
30. CARRY OUT DISCOUNT OPERATIONS OF BANK BILLS SIGNED BY THE COMPANY ITSELF OR BY THIRD PARTIES, OPERATION OF ADVANCE ON SECURITIES AND SWAP OPERATIONS WITH ANY BANKS, INCLUDING THE ISSUING INSTITUTION, ACCEPTING ENGAGEMENTS AND FULFILLING THE REQUIRED FORMALITIES WITHIN THE LIMIT OF EUR 500,000.00 FOR ANY DEED IN SINGLE SIGNATURE AND WITHIN THE LIMIT OF EUR 2,500,000.00 FOR ANY DEED IN JOINT SIGNATURE WITH THE CHAIRPERSON OR DEPUTY CHAIRPERSON;
 31. WITHDRAW MONEY, ISSUE CHECKS, MAKE PAYMENTS AND OBTAIN RECEIPTS ON THE COMPANY'S CURRENT ACCOUNTS, HOWEVER WITHIN THE LIMITS OF THE CREDIT GRANTED, AND ANYHOW WITHIN THE LIMIT OF EUR 500,000.00 FOR ANY OPERATION IN A SINGLE SIGNATURE AND, WITHIN THE LIMITS OF EUR 5,000,000.00 FOR ANY OPERATION IN JOINT SIGNATURE WITH THE CHAIRPERSON OR DEPUTY CHAIRPERSON;
 32. ENDORSE FOR COLLECTION AND RECEIPT CHECKS AND BANK DRAFTS, CREDIT CONFIDENCE, POSTAL MONEY ORDERS PAYABLE BY ANY CREDIT INSTITUTE, POST OFFICE AND BY ANY PHYSICAL OR JURIDICAL PERSON;
 33. WITHDRAW FROM THE DEPOSITS OF SECURITIES IN CUSTODY AND ADMINISTRATION EVEN IF CALLED OR FAVORED WITH PREMIUMS WITH FACULTY TO COLLECT CAPITALS AND PREMIUMS WITHIN THE LIMITS OF EUR 500,000.00 FOR EACH OPERATION IN SINGLE SIGNATURE AND OF EUR 2,500,000.00 IN JOINT SIGNATURE WITH THE CHAIRPERSON OR DEPUTY CHAIRPERSON;
 34. ARRANGE, ON BEHALF, IN THE NAME AND INTEREST OF THE COMPANY, AND WITHIN THE LIMITS OF EUR 1,000,000.00, FOR THE COLLECTION AND REDEMPTION OF ALL AMOUNTS AND VALUES WHICH ARE DUE TO THE COMPANY FROM ANYONE FOR ANY REASON OR TITLE WHATSOEVER, FROM THE ADMINISTRATIONS OF THE STATE, REGIONS, PROVINCES AND MUNICIPALITIES, FROM THE DEPOSITS AND LOAN BANK, FROM THE PROVINCIAL TREASURER'S OFFICES OF THE STATE, FROM THE REVENUE OFFICE, CREDIT SYNDICATES AND INSTITUTIONS AND, HENCE, FOR THE COLLECTION OF ORDERS ALREADY ISSUED OR TO BE ISSUED IN THE FUTURE, WITHOUT TIME LIMITS, IN FAVOUR OF THE COMPANY, FOR ANY SUM OF CAPITAL OR INTERESTS DUE TO THE COMPANY BY THE AFORESAID ADMINISTRATIONS, OFFICES AND INSTITUTIONS, BOTH IN SETTLEMENT OF DEPOSITS MADE BY THE COMPANY AND FOR WHATEVER REASON OR TITLE, ISSUE IN THE NAME OF THE COMPANY, THE RELEVANT RECEIPT AND RELEASE STATEMENTS ON THE OCCASION OF THE FULFILMENT OF EACH OPERATION, INCLUDING THE EXEMPTION OF THE ABOVE SAID OFFICES, ADMINISTRATIONS AND INSTITUTIONS FROM ALL RESPONSIBILITIES;
 35. PROVIDE FOR RENTAL, USE AND CANCELLATION OF SAFETY BOXES;
 36. ENTER LEASING CONTRACTS, IN SINGLE SIGNATURE, WITH UNIT VALUE NOT EXCEEDING EUR 100,000.00 AND IN JOINT SIGNATURE WITH THE CHAIRPERSON OR DEPUTY CHAIRPERSON, WITH UNIT VALUE NOT EXCEEDING EUR 500,000.00;
 37. ENTER, MODIFY AND TERMINATE INSURANCE CONTRACTS AND POLICIES OF ANY NATURE AND TYPE, IN COMPLIANCE WITH THE COMPANY PROCEDURES AND, COLLECT PAYOUTS AND PREMIUMS REFUNDS;
 38. PROVIDE FOR THE DEFINITION OF THE COMPANY'S ORGANIZATION AS WELL AS FOR THE MANAGEMENT OF THE RELEVANT HUMAN RESOURCES ACCORDING TO ECONOMICAL AND PROFESSIONAL CRITERIA AND IN LINE WITH THE GROUP POLICIES AND RULES;
 39. HIRE, APPOINT, SUSPEND AND DISMISS, IN COMPLIANCE WITH THE COMPANY AND GROUP PROCEDURES, EMPLOYEES OF ALL CATEGORIES, INCLUDING MANAGERS AND GENERAL MANAGERS OF CONTROLLED COMPANIES; ENTER THE RELEVANT WORK CONTRACTS, DEAL FOR THE MODIFICATION AND TERMINATION OF THE SAME AND SETTLE ANY DISPUTE THAT MAY ARISE THEREOF;
 40. REPRESENT THE COMPANY BEFORE ANY JUDICIAL AUTHORITY COMPETENT ON EMPLOYMENT ISSUES AT ALL LEVELS AND PLACES WITH POWER TO SIGN PETITIONS AND APPEALS AS PER ARTICLE 409 AND SUBSEQUENT OF THE CIVIL LAW, BY PROPOSING AND SUPPORTING ACTIONS, DEFENCE AND EXCEPTIONS BOTH AT THE STAGE OF COGNIZANCE AND OF EXECUTION, AS WELL AS BY SUBMITTING AND RESPONDING TO INTERROGATIONS AND INTERPELLATIONS;
 41. SETTLE ALL DISPUTES OVER EMPLOYMENT RELATIONSHIPS, BOTH AT INDIVIDUAL AND COLLECTIVE LEVEL, REPRESENTING THE COMPANY BEFORE TRADE ASSOCIATIONS AND TRADE UNIONS AS WELL AS

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BEFORE THE RELEVANT ASSOCIATIONS, OFFICES AND INSTITUTIONS CONCERNED:

42. TAKE ALL NECESSARY STEPS, IN THE INTEREST OF THE COMPANY, TOWARD CONCILIATIONS WITH TRADE UNIONS AND THROUGH CONCILIATION COMMISSIONS SET UP BY THE LOCAL EMPLOYMENT OFFICE AND ITS AREA SECTIONS, WITH THE FACILITY TO RECONCILE DISPUTES BY SIGNING REPORTS AS PER ARTICLES 410, 411 AND 412 OF THE CIVIL LAW; REPRESENT THE COMPANY WITH THE FACILITY TO RECONCILE AND SETTLE DISPUTES AS PER ARTICLE 420 OF THE CIVIL LAW, IN ALL PROCEEDINGS DEALING WITH WORK DISPUTES AS PROVIDED BY SAID LAW;
43. REPRESENT THE COMPANY BEFORE THE HEALTH AND SOCIAL SECURITY INSTITUTIONS WITH FACILITY TO APPOINT ATTORNEYS TO BE REPRESENTED IN SUCH ACTIVITIES;
44. RELEASE EXTRACTS FROM PAYROLLS AND DOCUMENTS DEALING WITH PERSONNEL IN FAVOUR OF SOCIAL SECURITY, INSURANCE AND HEALTH ORGANIZATIONS AND ALSO OF OTHER PRIVATE ORGANIZATIONS; MAKE SURE THAT THE COMPANY COMPLY WITH ITS OBLIGATION, IN ITS QUALITY OF WITHHOLDING AGENT, WITH AUTHORITY OF SIGNING - TO THE PURPOSE OF FULFILLING SUCH OBLIGATIONS - DECLARATIONS, STATEMENTS AND ALL DEEDS AND CERTIFICATES AS PER ARTICLES 1 AND 3 OF THE PRESIDENTIAL DECREE DATED SEPT. 29-1973 N. 600. SUBMIT TO THE BANKS IN SUIVING LOANS IN FAVOUR OF THE PERSONNEL OF THE COMPANY, DECLARATIONS OVER THE PLEDGE OF WITH-HOLDING FROM THE SALARY DUE TO THESE EMPLOYEES AND TO PAY OUT TO THE BANKS THE AMOUNT OF THE REFUND INSTALMENTS AND/OR RESIDUAL DEBT;
45. GRANT LOANS AND ADVANCES TO THE EMPLOYEES WITHIN THE LIMITS OF THE COMPANY'S AND GROUP'S POLICIES;
46. REPRESENT THE COMPANY BEFORE ALL SOCIAL SECURITY, INSURANCE AND LABOUR ORGANIZATIONS, TAKING CARE OF ALL FULFILMENTS REQUIRED BY THE CURRENT PROVISIONS IN RESPECT OF EMPLOYMENT AND MORE SPECIFICALLY CONCERNING INSURANCES, ALLOWANCES AND TAXES AS WELL AS REPRESENT THE COMPANY BEFORE THE TRADE UNIONS OF BOTH EMPLOYERS AND EMPLOYEES;
47. ENTER, MODIFY AND TERMINATE CONSULTANCY CONTRACTS WITH COMPANIES, INDIVIDUALS OR ASSOCIATIONS AND SIGN THEIR INVOICES FOR PAYMENT EXCLUDING THOSE OF AMOUNT EQUAL TO OR EXCEEDING EUR 150,000.00 AND OF A MAXIMUM AMOUNT UP TO EUR 300,000.00 IN JOINT SIGNATURE WITH THE CHAIRPERSON AND DEPUTY CHAIRPERSON;
48. SIGN ALL CONSULTANCY CONTRACTS COVERING ACTIVITIES COMPARABLE TO WORK SERVICES, EITHER MANUAL OR INTELLECTUAL, UP TO A MAXIMUM AMOUNT OF EUR 150,000,000.00 AND, IN JOINT SIGNATURE WITH THE CHAIRPERSON AND DEPUTY CHAIRPERSON FOR A MAXIMUM AMOUNT OF EUR 300,000.00;
49. PROVIDE FOR THE COORDINATION OF THE COMPANY'S COMMUNICATION ACTIVITIES WITH THE PUBLIC AND/OR RELATIONS WITH MEDIA;
50. ARRANGE FOR THE PAYMENT OF DUTIES OF ALL KINDS DUE BY THE COMPANY AND ASK FOR INSTALMENTS AND REFUNDS IN COMPLIANCE WITH THE APPLICABLE REGULATIONS
51. REPRESENT THE COMPANY IN ALL RELATIONS CONCERNING TAXES OF ALL KINDS, INCLUDING THE YEARLY VAT AND INCOME STATEMENTS, SOCIAL SECURITY (INPS), THE WITHHOLDING AGENT STATEMENTS, THE VERIFICATION RECORDS PREPARED BY THE FINANCIAL ADMINISTRATIVE BODIES AND TAX OFFICERS, THE QUESTIONNAIRES SUGGESTED BY THE FINANCIAL ADMINISTRATION AND ANY OTHER DEED AS REQUESTED BY TAX REGULATIONS.;
52. CARRY OUT, THOUGH NOT EXPLICITLY SPECIFIED HEREIN, ALL ROUTINE ADMINISTRATION DEEDS REQUIRED TO MANAGE THE COMPANY;
- WITH THE EXCLUSION OF THE FOLLOWING POWERS WHICH ARE THE EXCLUSIVE COMPETENCE OF THE BOARD OF DIRECTORS:
- DEFINITION OF THE STRATEGIC LINES AND RELEVANT LONG TERM PLANNING;
 - PURCHASE, SALE, EXCHANGE AND GRANT OF REAL GUARANTEES ON IMMOVABLE PROPERTIES;
 - PURCHASE, SALE AND EXCHANGE OF HOLDINGS AND APPLICATION FOR THE INCREASE OF CAPITAL OF OTHER COMPANIES;
 - PURCHASE, SALE AND RENTAL OF BUSINESSES AND CORPORATE PLANTS;
 - APPOINTMENT OF THE DIRECTORS OF AFFILIATED AND CONTROLLED COMPANIES;



CHAMBER OF COMMERCE
INDUSTRY CRAFT AGRICULTURE
OF MILAN

Reg. No. : CEW/4336/2007/CMI1307

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THE POWERS GRANTED TO THE GENERAL MANAGER ARE VALID UNTIL REVOKED OR IN CASE OF RENUNCIATION.

THE GENERAL MANAGER MAY SUB-DELEGATE TO HIS COLLABORATORS DUTIES AND POWERS AND THEY, IN TURN, WILL HAVE THE FACULTY TO SUB-DELEGATE TO THEIR COLLABORATORS WHATEVER THEY NEED TO ASSURE THE PROPER OPERATION OF THE COMPANY.

5) TO DELEGATE TO THE GENERAL MANAGER THE DRAWING UP OF SPECIFIC SERVICE CONTRACTS WITH ZAMBON GROUP S.P.A. AND WITH THE HOLDING ZAMBON COMPANY S.P.A. AND TO NEGOTIATE THE RELEVANT TERMS AND CONDITIONS AND, IF NECESSARY, TO ISSUE THE NECESSARY OPERATIONAL PROXIES.

* GIACOMELLI GIORGIO

born in VICENZA (VI) on 27/05/1922

fiscal code: GEMGRG22E27L840V

- DIRECTOR appointed by deed dated 11/12/2006

Duration in office: UNTIL APPROVAL OF FINANCIAL STATEMENTS AS OF 31/12/2008

* MARINI GIANNI

born in UDINE (UD) on 03/05/1946

fiscal code: MRMGN46E03L483E

- DIRECTOR appointed by deed dated 11/12/2006

Duration in office: UNTIL APPROVAL OF FINANCIAL STATEMENTS AS OF 31/12/2008

- DEPUTY CHAIRPERSON OF THE BOARD OF DIRECTORS appointed by deed dated 11/12/2006

Duration in office: UNTIL APPROVAL OF FINANCIAL STATEMENTS AS OF 31/12/2008

Powers assigned:

MINUTES OF THE MEETING OF THE BOARD OF DIRECTORS DATED 14/12/2006

2) TO DELEGATE TO THE CHAIRPERSON AND DEPUTY CHAIRPERSON JOINTLY, THE DEFINITION OF THE GENERAL MANAGER'S REMUNERATION, IN COMPLIANCE WITH THE POLICIES SET BY THE HOLDING COMPANY. THE BOARD OF DIRECTORS SHALL BE KEPT DULY INFORMED ON THE DECISIONS TAKEN;

* MAURI MASSIMO

born in MILAN (MI) on 06/02/1966

fiscal code: MRAMSM60T06E205J

- ATTORNEY appointed by deed dated 14/12/2006

Duration in office: UNTIL REVOKED

Powers assigned:

BY DEED DATED 14/12/2006

2.1) TO SIGN THE COMPANY CORRESPONDENCE AND THE DEEDS RELATED TO THE EXERCISE OF THE ASSIGNED POWERS;

2.2) TO PERFORM ALL DEEDS AND OPERATIONS WITH THE RAILROAD, CUSTOMS, POSTAL AND TRANSPORT OFFICES AND, IN GENERAL, WITH ALL PUBLIC AND PRIVATE OFFICES WITH THE AUTHORITY TO ISSUE RELEASE RECEIPTS, DECLARATIONS OF RELEASE AND ALLOW OBLIGATIONS AND CLEARANCES WITH FACULTY OF BEING SUBSTITUTED BY ATTORNEYS IN THE PERFORMANCE OF SUCH OPERATIONS;

2.3) TO WITHDRAW VALUABLES, PACKAGES, PARCELS, LETTERS, ALSO SPECIAL DELIVERY AND INSURED, AS WELL AS POSTAL MONEY ORDERS AND TELEGRAPHIC MONEY ORDERS WITH FACULTY OF ASSIGNING POWERS OF ATTORNEY AND OF BEING SUBSTITUTED BY ATTORNEYS IN THE PERFORMANCE OF SUCH OPERATIONS;

2.4) TO SIGN REQUESTS FOR NEWS, INFORMATION AND DOCUMENTS, CERTIFICATES AND STATEMENTS FROM PUBLIC AUTHORITIES, EXPLANATIONS AND REMINDERS CONCERNING OFFERS AND SUPPLIERS;

2.5) TO CARRY OUT, WITH THE PUBLIC ADMINISTRATIONS, INSTITUTES AND PRIVATE OFFICES AND BODIES ALL DEEDS AND OPERATIONS NEEDED TO FULFIL THE OBLIGATIONS SET FORTH BY THE CURRENT LAWS, RULES AND PROVISIONS RELATED TO ENVIRONMENT PROTECTION, WORK HYGIENE AND SAFETY, AND AGAINST POLLUTION (AIR, WATER, SOUND, ENVIRONMENT, ETC.), TAKING ON FULL RESPONSIBILITY IN RESPECT SUCH OBLIGATIONS ALSO VIS-A-VIS OF THIRD PARTIES

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- 2.6) TO REPRESENT THE COMPANY, TO ALL EFFECTS, BEFORE ALL INSTITUTIONS AND PUBLIC AND PRIVATE AGENCIES WITH FUNCTIONS OF AUTHORIZATION, SURVEILLANCE, VERIFICATION AND CONTROL AS PROVIDED BY THE CURRENT REGULATIONS CONCERNING THE SAFEGUARD OF ENVIRONMENT, SAFETY AND PREVENTION OF ACCIDENTS AT WORK;
- 2.7) TO GUIDE AND ORGANIZE THE MANAGEMENT OF MANUFACTURING ACTIVITIES BOTH IN RESPECT OF DESIGNING INTERVENTIONS TO IMPLEMENT CURRENT REGULATIONS AND OF THE OPERATION AND MAINTENANCE OF ACCIDENT PREVENTION OR ENVIRONMENT PROTECTION EQUIPMENT, AS WELL AS IN RESPECT OF TRAINING, MANAGING AND ORGANIZING THE STAFF INVOLVED;
- 2.8) TO APPOINT THE PERSON IN CHARGE AND ANY MEMBER OF THE PREVENTION AND PROTECTION SERVICE, AND THE COMPETENT PHYSICIAN, WHERE NECESSARY; TO SPECIFY THOSE RESPONSIBLE FOR FIRST AID, FIRE SERVICE AND EVACUATION, WHERE NEEDED; TO WORK OUT, MODIFY, APPROVE AND DISTRIBUTE TO THE STAFF INVOLVED, THE DOCUMENT PROVIDED FOR BY ARTICLE 4, PAR. 2, OF LAW DECREE N. 626/94;
- 2.9) TO REPRESENT THE COMPANY IN THE RELATIONS WITH OTHER EMPLOYERS AND OPERATORS ON ISSUES RELATED TO ENVIRONMENT PROTECTION, SAFETY AND ACCIDENT PREVENTION AS WELL AS RISKS OF SEVERE ACCIDENTS;
- 2.10) TO CONTROL, ORIENT AND ORGANIZE THE MANAGEMENT OF ACTIVITIES RELATED TO SAFETY, BOTH TO COMPLY WITH THE APPLICABLE REGULATIONS AND FOR ANY INTERVENTION REQUIRED FROM A MANAGERIAL AND/OR STRUCTURAL POINT OF VIEW, TO SAFEGUARD THE HEALTH OF FACTORY WORKERS; SUCH OPERATIONS, COMPLYING WITH CORPORATE REGULATIONS, MAY BE CARRIED OUT IN SINGLE SIGNATURE FOR AMOUNTS NOT EXCEEDING EURO 500,000 (FIVE HUNDRED THOUSAND);
- 2.11) TO ENTER CONTRACTS FOR THE PURCHASE OF PLANTS, MACHINERIES, RAW MATERIALS, GOODS, PRODUCTS AND VEHICLES, EVEN IN PUBLIC AND PRIVATE AUCTIONS; TO ENTER CONTRACTS FOR THE SUPPLY OF SERVICES, RENTAL, DEPOSIT, FORWARDING, TRANSPORTATION, SALE AND EXCHANGE OF MATERIALS AND MACHINERY, AS WELL AS MOVABLE PROPERTIES, WHETHER REGISTERED OR NOT, TO PROCEED WITH THE EXECUTION, MODIFICATION AND CANCELLATION OF CONTRACTS AND SETTLE THE RELEVANT DISPUTES. ALL THE ABOVE APPLIES ONLY TO CONTRACTS WITH VALUE NOT EXCEEDING EUR 1,000,000 (ONE MILLION);
- 2.12) TO ENTER CONTRACTS FOR THE SALE, SUPPLY AND DISPENSING OF GOODS MANUFACTURED AND/OR MARKETED AND/OR SUPPLIED BY THE COMPANY, ALSO BY MEANS OF PARTICIPATION TO TENDERS, BIDDINGS, AUCTIONS BOTH PUBLIC AND PRIVATE; PROVIDE FOR THE EXECUTION, MODIFICATION AND TERMINATION OF SAID CONTRACTS AND SETTLE ANY DISPUTE ARISING FROM SAID CONTRACTS;
ALL OF THE ABOVE, ONLY FOR CONTRACT VALUES NOT EXCEEDING EUR 1,000,000 (ONE MILLION);
- 2.13) TO ENTER WORK AND/OR SUPPLY CONTRACTS CONCERNING PRODUCTS AND SERVICES PROVIDED BY THE COMPANY, AS WELL AS OPERATIONS OF TRANSFORMATION AND/OR PROCESSING OF PRODUCTS AND PROCEED TO THE EXECUTION, MODIFICATION OR CANCELLATION OF THE SAME. CONTRACTS WITH UNIT OR ANNUAL VALUE EQUAL OR HIGHER THAN EUR 1,000,000 (ONE MILLION) ARE EXCLUDED;
- 2.14) TO CARRY OUT, IN COMPLIANCE WITH CORPORATE PROCEDURES, ALL OPERATIONS COVERING THE IMPORT AND EXPORT OF GOODS, COMPLETE THE RELEVANT PAPER WORK, SIGN ALL RELATED DOCUMENTS. THIS APPLIES TO AMOUNTS NOT EXCEEDING EUR 2,000,000 (TWO MILLIONS) AND COMMITMENTS ON PERIODS NOT EXCEEDING ONE YEAR;
- 2.15) TO ENTER, MODIFY AND TERMINATE CONTRACTS CONNECTED TO THE SALE OF THE PRODUCTS, GOODS AND SERVICES MANUFACTURED OR MARKETED BY THE COMPANY, INCLUDING AGENCY, MANDATE AND DISTRIBUTION AGREEMENTS, EXCLUDING THOSE WITH UNIT OR ANNUAL VALUE EQUAL TO OR HIGHER THAN EUR 500,000 (FIVE HUNDRED THOUSAND);
- 2.16) TO CARRY OUT BANKING TRANSACTIONS WITH CREDIT INSTITUTIONS, WITHDRAW FROM FUNDS AVAILABLE IN CURRENT ACCOUNTS, AND CREDIT LINES GRANTED BY THE INSTITUTIONS, TO ISSUE CHECKS, SIGN POSTAL CHECKS AND PERFORM ALL OPERATIONS RELATED TO POSTAL CHECK ACCOUNTS FOR AMOUNTS UP TO EUR 20,000 (TWENTY THOUSAND);
- 2.17) TO ENTER, MODIFY AND TERMINATE CONSULTANCY CONTRACTS WITH COMPANIES, INDIVIDUALS OR ASSOCIATIONS AND SIGN THE RELEVANT INVOICES FOR PAYMENT, EXCEPT FOR CONTRACT VALUES

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EXCEEDING EUR 20,000 (TWENTY THOUSANDS), WITH FACULTY TO GIVE PROXIES FOR THEIR STIPULATION.
2.18) TO ENDORSE CHECKS FOR PAYMENT AND FOR DEPOSIT IN CURRENT ACCOUNTS AND COLLECT BANK, POSTAL AND TELEGRAPHIC CASH ORDERS, WARRANTS, BILLS RECEIVABLE AND ALL KINDS OF CHECKS, AND WARRANTS, COLLECT SUMS FROM ANYBODY, ANYWHERE AND FOR WHATEVER TITLE DUE TO THE COMPANY BY ISSUING A FINAL ACQUITTANCE RECEIPT;
2.19) TO EXECUTE INTERNAL PAYMENT AND COLLECTION NOTICES, ONLY FOR THOSE OPERATIONS BASED ON DOCUMENTATION, WITH THE EXCLUSION OF MERE FINANCIAL OPERATIONS; TO COLLECT WARRANTS AND PAYMENT ORDERS FROM THE BANCA D'ITALIA, PROVINCIAL TREASURY, AND THE DEPOSIT AND LOAN FUNDS.
2.20) TO APPOINT OTHERS AS SUBSTITUTES ON SINGLE DEEDS OR CATEGORIES OF DEEDS WITHIN THE CATEGORIES LISTED IN ALL ABOVE ITEMS.
2.21) TO CARRY OUT, ALTHOUGH NOT EXPLICITLY SPECIFIED HEREIN, ALL ROUTINE ADMINISTRATIVE DEEDS NEEDED TO MANAGE THE COMPANY IN RESPECT OF MANUFACTURE AND PURCHASING.
THE ABOVE POWERS, GRANTED TO MR. MASSIMO MAURI, ARE VALID UNTIL REVOKED OR RENOUNCED.
ALL THE POWERS OF SIGNATURE, AS ASSIGNED ABOVE, MAY BE FROM TIME TO TIME, TRANSFERRED TO THIRD PARTIES, EVEN ON A CONTINUOUS BASIS, WITH POSSIBILITY OF FURTHER SUB-DELEGATION, AND SHALL BE EXERCISED IN COMPLIANCE WITH CORPORATE PROCEDURES

* GALBIATI MARIO

born in MILAN (MI) on 12/03/1951

Fiscat code: GLBMRA51C12F05Q

- ATTORNEY appointed by deed dated 14/12/2006

Powers assigned:

BY DEED DATED 14/12/2006

- 2.1) TO SIGN THE COMPANY CORRESPONDENCE AND THE DEEDS RELATED TO THE EXERCISE OF THE ASSIGNED POWERS;
2.2) TO PERFORM ALL DEEDS AND OPERATIONS WITH THE RAILROAD, CUSTOMS, POSTAL AND TRANSPORT OFFICES AND, IN GENERAL, WITH ALL PUBLIC AND PRIVATE OFFICES WITH THE AUTHORITY TO ISSUE RELEASE RECEIPTS, DECLARATIONS OF RELEASE AND ALLOW OBLIGATIONS AND CLEARANCES WITH FACULTY OF BEING SUBSTITUTED BY ATTORNEYS IN THE PERFORMANCE OF SUCH OPERATIONS;
2.3) TO WITHDRAW VALUABLES, PACKAGES, PARCELS, LETTERS, ALSO SPECIAL DELIVERY AND INSURED, AS WELL AS POSTAL MONEY ORDERS AND TELEGRAPHIC MONEY ORDERS WITH FACULTY OF ASSIGNING POWERS OF ATTORNEY AND OF BEING SUBSTITUTED BY ATTORNEYS IN THE PERFORMANCE OF SUCH OPERATIONS;
2.4) TO SIGN REQUESTS FOR NEWS, INFORMATION AND DOCUMENTS, CERTIFICATES AND STATEMENTS FROM PUBLIC AUTHORITIES, EXPLANATIONS AND REMINDERS CONCERNING OFFERS AND SUPPLIERS;
2.5) TO REPRESENT THE COMPANY IN PROCEEDINGS, BOTH AS PLAINTIFF AND DEFENDANT, BEFORE ANY ORDINARY OR ADMINISTRATIVE LEGAL AUTHORITY, INCLUDING THE ONE COMPETENT IN MATTERS OF INDUSTRIAL SAFEGUARD, IN CIVIL OR PENAL CASES, OF ANY ORDER OR POSITION, INCLUDING JUDGMENTS OF AN ENFORCEABLE, PRECAUTIONARY, OR WARNING NATURE, OF VOLUNTARY AND BANKRUPTCY JURISDICTION, OF REPEAL, WITH FACULTY TO PERFORM ALL RELATED DEEDS INCLUDING THOSE OF RELEASE OF THE SAME;
2.6) TO APPOINT AND REVOKE LAWYERS AND ATTORNEYS AD LITEM IN ANY KIND OF VERDICT, AS WELL AS TECHNICAL CONSULTANTS AND PUBLIC ADJUSTERS;
2.7) TO UNDERWRITE ARBITRATION CLAUSES, APPOINT ARBITRATORS AND FRIENDLY COMPOSERS AND REPRESENT THE COMPANY IN SUCH PROCEDURES;
2.8) TO CARRY OUT ALL ACTIONS, IN COMPLIANCE WITH THE LAW PROCEDURES IN FORCE IN THE VARIOUS COUNTRIES, REQUIRED TO FILE APPLICATIONS, OBTAIN, MANAGE, SAFEGUARD AND GIVE UP TRADEMARKS IN ITALY AND ABROAD, AND TO APPOINT THE RELEVANT PATENT/TRADEMARK CORRESPONDENTS IN ITALY AND ABROAD, PROVIDING THEM WITH THE RELEVANT POWERS OF REPRESENTATION, MORE SPECIFICALLY, TO

CHAMBER OF COMMERCE
INDUSTRY CRAFT AGRICULTURE
OF MILAN

BREV. n. CEW / 4336 / 2007 / CM11307

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FILE APPLICATIONS ON TRADEMARKS, PATTERNS, DRAWINGS AND DESIGNS WITH THE ITALIAN PATENTS AND TRADEMARKS OFFICE (UIBM), AS WELL AS WITH THE CORRESPONDING OFFICES OF EVERY FOREIGN COUNTRY AND WITH ALL AGENCIES, INSTITUTIONS AND INTERNATIONAL ORGANIZATIONS, WITH AUTHORITY ON INDUSTRIAL PROPERTIES, ISSUE DECLARATIONS AND PRESENT PROTECTIVE CLAIMS, REQUEST EXAMS AND CARRY OUT ALL THAT IS NECESSARY AND APPROPRIATE TOWARD THE ISSUE OF TRADEMARKS, DRAWINGS AND PATTERNS, ASK FOR RENEWALS, PAY ROYALTIES OF ALL KINDS AND ALL COSTS RELATED TO THE MAINTENANCE OF CORPORATE TRADEMARKS, PATTERNS AND MODELS, AND APPOINT REPRESENTATIVES TO THIS PURPOSE IN ITALY AND ABROAD;

2.9) TO SIGN ALL OFFICIAL DEEDS CONCERNING CHANGES IN TRADEMARKS' OWNERSHIP, REQUIRED IN CASE OF TRANSFER OF THE SAME BOTH IN ITALY AND ABROAD;

2.10) TO CARRY OUT WITH THE PUBLIC ADMINISTRATIONS, PUBLIC AUTHORITIES AND OFFICES, ALL DEEDS AND OPERATIONS REQUIRED TO OBTAIN GRANTS, LICENSES AND AUTHORIZATIONS IN GENERAL; TO STIPULATE AND SIGN PROCEDURAL DOCUMENTS, AGREEMENTS, SUBMISSION DEEDS, AND ANY OTHER PRELIMINARY DEED NECESSARY FOR SUCH PROVISIONS, AND TO PERFORM ALL RELEVANT FULFILLMENTS;

2.11) TO REPRESENT THE COMPANY IN ANY CLAIM OF ANY KIND AND AGAINST ANYONE;

IT IS UNDERSTOOD THAT THE ABOVE LISTED DEEDS EXCLUDE THOSE INVOLVING THE SIGNATURE OF THE LEGAL REPRESENTATIVE OF THE COMPANY.

ALL THE POWERS OF SIGNATURE, AS ASSIGNED ABOVE, MAY BE FROM TIME TO TIME, TRANSFERRED TO THIRD PARTIES, EVEN ON A CONTINUOUS BASIS, WITH POSSIBILITY OF FURTHER SUB-DELEGATION, AND SHALL BE EXERCISED IN COMPLIANCE WITH CORPORATE PROCEDURES.

* CANDIANI CARLO

Born in MILAN (MI) on 05/12/1950

Fiscal code: CNDCL50T05F205F

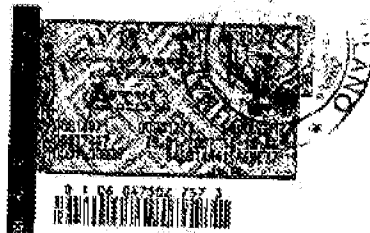
- ATTORNEY appointed by deed dated 14/12/2006

- duration in office: UNTIL REVOKED

Powers assigned:

BY DEED DATED 14/12/2006

- 1) TO SIGN THE COMPANY CORRESPONDENCE AND THE DEEDS RELATED TO THE EXERCISE OF THE ASSIGNED POWERS;
- 2.2) TO PERFORM ALL DEEDS AND OPERATIONS WITH THE RAILROAD, CUSTOMS, POSTAL AND TRANSPORT OFFICES AND, IN GENERAL, WITH ALL PUBLIC AND PRIVATE OFFICES WITH THE AUTHORITY TO ISSUE RELEASE RECEIPTS, DECLARATIONS OF RELEASE AND ALLOW OBLIGATIONS AND CLEARANCES WITH FACULTY OF BEING SUBSTITUTED BY ATTORNEYS IN THE PERFORMANCE OF SUCH OPERATIONS;
- 2.3) TO WITHDRAW VALUABLES, PACKAGES, PARCELS, LETTERS, ALSO SPECIAL DELIVERY AND INSURED, AS WELL AS POSTAL MONEY ORDERS AND TELEGRAPHIC MONEY ORDERS WITH FACULTY OF ASSIGNING POWERS OF ATTORNEY AND OF BEING SUBSTITUTED BY ATTORNEYS IN THE PERFORMANCE OF SUCH OPERATIONS;
- 2.4) TO CARRY OUT WITH THE PUBLIC ADMINISTRATIONS, PUBLIC AUTHORITIES AND OFFICES, UTF INCLUDED, ALL DEEDS AND OPERATIONS REQUIRED TO OBTAIN GRANTS, LICENSES AND AUTHORIZATIONS IN GENERAL;
- 2.5) TO REPRESENT THE COMPANY IN THE RELATIONSHIP WITH PUBLIC AUTHORITIES AND ADMINISTRATIONS, EITHER CENTRAL, PERIPHERAL OR LOCAL, LOCAL HEALTH UNITS AND HOSPITALS, GOVERNMENT DEPARTMENTS, EU AND EXTRANATIONAL AUTHORITIES TO SAFEGUARD THE INTERESTS OF THE COMPANY IN RESPECT OF ANY AUTHORIZATION REQUIRED FOR THE PERFORMANCE OF CORPORATE ACTIVITIES, WITH THE EXCLUSION, HOWEVER, OF THOSE RELATIONS, LICENSES OR ELSE WITH A DURATION IN EXCESS OF NINE YEARS AND FOR INVOLVING A DISBURSEMENT BY THE COMPANY OF OVER EUR 150.000 (ONE HUNDRED AND FIFTY THOUSANDS) PER YEAR;
- 2.6) TO SIGN REQUESTS OF NEWS, INFORMATION AND DOCUMENTS, CERTIFICATES AND DECLARATIONS BY PUBLIC BODIES; AS WELL AS PETITIONS, APPLICATIONS, CLAIMS, APPEALS, NOTIFICATION OF THE PRICE OF EXISTING PRODUCTS OR PRODUCTS BEING DEVELOPED OR LICENSED, WITH THE DEPARTMENT OF HEALTH AND ANY PUBLIC AGENCY INVOLVED IN SUCH MATTERS.



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2.7) TO ENTER WITH THIRD PARTIES THE SO CALLED "CONFIDENTIALITY AGREEMENTS" AND/OR "SECRECY AGREEMENTS" ENABLING ACCESS TO CONFIDENTIAL INFORMATION, KNOW-HOW AND DATA;

2.8) TO DRAW UP, IN COMPLIANCE WITH THE GROUP POLICIES AND PROCEDURES, AGREEMENTS, CONVENTIONS AND CONTRACTS WITH PUBLIC AND PRIVATE RESEARCH CENTERS, UNIVERSITIES AND FOUNDATIONS ACTIVE IN THE FIELD OF RESEARCH, IN ORDER TO ENTRUST THEM WITH ACTIVITIES OF CHEMICAL, PHARMACEUTICAL AND CLINICAL RESEARCH, AS WELL AS OF MANAGEMENT AND SERVICE OF THE SAME, EXCLUDING, HOWEVER, THOSE WITH VALUE EQUAL TO OR HIGHER THAN EUR 150,000 (ONE HUNDRED AND FIFTY THOUSANDS) PER CONTRACT IN SINGLE SIGNATURE;

2.9) ENTER, MODIFY AND TERMINATE, IN COMPLIANCE WITH THE CORPORATE PROCEDURES, CONSULTANCY AGREEMENTS AND SERVICE CONTRACTS, EXCLUDING THOSE OF AMOUNT EQUAL TO OR EXCEEDING EUR 50,000 (FIFTY THOUSANDS) PER CONTRACT.

THE ABOVE POWERS, GRANTED TO DOTT. CARLO CANDIANI, ARE VALID UNTIL REVOKED OR RENOUNCED. ALL THE POWERS OF SIGNATURE, AS ASSIGNED ABOVE, MAY BE FROM TIME TO TIME, TRANSFERRED TO THIRD PARTIES, EVEN ON A CONTINUOUS BASIS, WITH POSSIBILITY OF FURTHER SUB-DELEGATION, AND SHALL BE EXERCISED IN COMPLIANCE WITH CORPORATE PROCEDURES.

* ZAMBON MARGHERITA

Born in VICENZA (VI) on 04/11/1960

fiscal code ZMBMGI60544L8400

- DIRECTOR appointed by deed dated 11/12/2006

Duration in office UNTIL APPROVAL OF FINANCIAL STATEMENTS AS OF 31/12/2008

* CONSONNI ROBERTO EMILIO

born in MILANO (MI) on 24/01/1948

fiscal code CNSR748A24F205W

- DIRECTOR appointed by deed dated 11/12/2006

Duration in office UNTIL APPROVAL OF FINANCIAL STATEMENTS AS OF 31/12/2008

* HEILBRON PETER ROBERT ERWIN

born in MILAN (MI) on 17/11/1958

fiscal code HLHPRR38S17F2DSM

- DIRECTOR appointed by deed dated 11/12/2006

Duration in office UNTIL APPROVAL OF FINANCIAL STATEMENTS AS OF 31/12/2008

* FIGLIONE MAURIZIO

born in TORINO (TO) on 12/12/1958

fiscal code PGLMRZ58F12L219H

- DIRECTOR appointed by deed dated 11/12/2006

Duration in office UNTIL APPROVAL OF FINANCIAL STATEMENTS AS OF 31/12/2008

* SAPONELLI MAURO

born in TRIESTE (TS) on 19/01/1956

fiscal code: SPNMRAS6A19L434K

- ATTORNEY appointed by deed dated 14/12/2006

duration in office: UNTIL REVOKED

Powers assigned:

MINUTES OF THE BOARD OF DIRECTORS' MEETING DATED 14/12/2006

1) TO ASSIGN TO MAURO SAPONELLI, MANAGER, IN HIS QUALITY OF CENTRAL FUNCTION GOVERNANCE, TAX AND INTERNAL CONTROL, THE FOLLOWING POWERS OF ORDINARY ADMINISTRATION DEALING WITH FISCAL CORPORATE MATTERS:

1. TO SIGN THE COMPANY CORRESPONDENCE AND THE DEEDS RELATED TO FULFILLMENT OF THE ASSIGNED POWERS;

2. TO WITHDRAW VALUABLES, PACKAGES, PARCELS, LETTERS, ALSO SPECIAL DELIVERY AND INSURED, AS WELL AS MONEY ORDERS AND TELEGRAPHIC MONEY ORDERS;

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TO PERFORM ALL DEEDS AND OPERATIONS WITH THE RAILROAD, CUSTOMS, POSTAL AND TRANSPORT OFFICES AND, IN GENERAL, WITH ALL PUBLIC AND PRIVATE OFFICES WITH THE AUTHORITY TO ISSUE RELEASE RECEIPTS, DECLARATIONS OF RELEASE AND ALLOW OBLIGATIONS AND CLEARANCES WITH FACILITY OF BEING SUBSTITUTED BY ATTORNEYS IN THE PERFORMANCE OF SUCH OPERATIONS;

4. TO PERFORM WITH THE PUBLIC ADMINISTRATIONS, PUBLIC AUTHORITIES AND OFFICES, UTI INCLUSA, ALL DEEDS AND OPERATIONS REQUIRED TO OBTAIN GRANTS, LICENSES AND AUTHORIZATIONS IN GENERAL;
5. TO SIGN REQUESTS FOR NEWS, INFORMATION AND DOCUMENTS, CERTIFICATES AND DECLARATIONS FROM PUBLIC AUTHORITIES, EXPLANATIONS AND REMINDERS CONCERNING OFFERS AND SUPPLIERS;
6. TO REPRESENT THE COMPANY IN THE RELATIONSHIP WITH PUBLIC AUTHORITIES AND ADMINISTRATIONS, EITHER CENTRAL, PERIPHERAL OR LOCAL, GOVERNMENT DEPARTMENTS, EU AND EXTRANATIONAL AUTHORITIES TO SAFEGUARD THE INTERESTS OF THE COMPANY IN THE CASE OF OPERATIONS WITH SUCH AGENCIES, WITH THE EXCLUSION, HOWEVER, OF THOSE RELATIONS, GRANTS OR ELSE WITH A DURATION IN EXCESS OF NINE YEARS;
7. TO ARRANGE, ON BEHALF, IN THE NAME AND INTEREST OF THE COMPANY, AND WITHIN THE LIMITS OF EUR 1,000,000.00, FOR THE COLLECTION AND REDEMPTION OF ALL SUMS AND ASSETS WHICH ARE DUE TO THE COMPANY, FOR ANY REASON OR TITLE WHATSOEVER, FROM ANYONE, AND SPECIFICALLY FROM THE ADMINISTRATIONS OF THE STATE, REGIONS, PROVINCES AND MUNICIPALITIES, FROM THE DEPOSITS AND LOAN FUNDS, FROM THE PROVINCIAL TREASURER'S OFFICE OF THE STATE, FROM THE REVENUE OFFICE, CREDIT SYNDICATES AND INSTITUTIONS AND, HENCE, FOR THE COLLECTION OF ORDERS ALREADY ISSUED OR TO BE ISSUED IN THE FUTURE, WITHOUT TIME LIMITS, IN FAVOUR OF THE COMPANY, FOR ANY SUM OF CAPITAL OR INTERESTS DUE TO THE COMPANY BY THE AFORESAID ADMINISTRATIONS, OFFICES AND INSTITUTIONS, FOR THE SETTLEMENT OF DEPOSITS MADE BY THE COMPANY AND FOR WHATSOEVER REASON OR TITLE; TO ISSUE IN THE NAME OF THE COMPANY, THE RELEVANT DECLARATIONS OF PAYMENT AND RELEASE AND, ON THE OCCASION OF THE PERFORMANCE OF EACH OPERATION, INCLUDING THOSE FOR THE RELEASE OF THE ABOVE SAID OFFICES, ADMINISTRATIONS AND INSTITUTIONS FROM ANY RESPONSIBILITY IN THIS RESPECT;
8. TO ARRANGE FOR THE PAYMENT OF DUTIES OF ALL KINDS DUE BY THE COMPANY AND TO ASK FOR INSTALMENTS AND REFUNDS IN COMPLIANCE WITH THE CURRENT REGULATIONS;
9. TO REPRESENT THE COMPANY, EVEN IN PROCEEDINGS, IN ALL RELATIONS CONCERNING TAX ISSUES, INCLUDING THE YEARLY VAT AND INCOME STATEMENT, SOCIAL SECURITY (INPS), THE DECLARATION AS WITHHOLDING AGENT, THE VERIFICATION RECORDS PREPARED BY THE FINANCIAL ADMINISTRATIVE BODIES AND BY REVENUE OFFICERS, THE QUESTIONNAIRES SUGGESTED BY THE FINANCIAL ADMINISTRATION AND ANY DEED REQUESTED BY TAX REGULATIONS.

THE MANAGER MAURO SIMONELLI SHALL HAVE THE FACULTY TO GRANT TO HIS COLLABORATORS THE NECESSARY POWERS AND DELEGATIONS. IN TURN SUCH COLLABORATORS SHALL HAVE THE FACULTY TO DELEGATE TO THEIR OWN COLLABORATORS WHAT THEY NEED IN ORDER TO ASSURE THE CORRECT CORPORATE OPERATION.

* FERRI FERNANDO
born in MANTOVA (MN) on 11/10/1958
Fiscal code: FRRFNR58R11E897B
ATTORNEY appointed by deed dated 14/12/2006
Duration in office UNTIL REVOKED

Powers assigned:

MINUTES OF THE BOARD OF DIRECTORS' MEETING DATED 14/12/2006

1) TO ASSIGN TO FERNANDO FERRI, MANAGER, IN HIS CENTRAL FUNCTION OF HUMAN RESOURCES, ORGANIZATION AND STRATEGIC DEVELOPMENT, COMMUNICATIONS AND LEGAL, THE FOLLOWING POWERS OF ORDINARY ADMINISTRATION CONCERNING FISCAL, SOCIAL SECURITY AND UNION RELATIONSHIPS RELATED TO THE COMPANY'S EMPLOYEES AND TO COMPARABLE COLLABORATIONS;

1) TO SIGN THE CORRESPONDENCE OF THE COMPANY AND ALL DEEDS RELATED TO THE FULFILLMENT OF THE ASSIGNED POWERS;

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2. TO WITHDRAW VALUABLES, PACKAGES, PARCELS, LETTERS, ALSO SPECIAL DELIVERY AND INSURED, AS WELL AS MONEY ORDERS AND TELEGRAPHIC MONEY ORDERS;
3. TO CARRY OUT ALL DEEDS AND OPERATIONS WITH THE RAILROAD, CUSTOMS, POSTAL, TELEGRAPH AND TRANSPORT OFFICES AND, IN GENERAL, WITH ALL PUBLIC AND PRIVATE OFFICES WITH POWER TO GIVE RELEASE RECEIPTS, DISCHARGE DECLARATIONS AND TO ALLOW OBLIGATIONS AND CLEARANCES;
4. TO SIGN REQUESTS FOR NEWS, INFORMATION AND DOCUMENTS CERTIFICATES AND DECLARATIONS FROM PUBLIC AUTHORITIES, EXPLANATIONS AND REMINDERS CONCERNING OFFERS AND SUPPLIERS;
5. TO REPRESENT THE COMPANY BEFORE ANY JUDICIAL AUTHORITY COMPETENT ON EMPLOYMENT ISSUES AT ALL LEVELS AND PLACES WITH POWER TO SIGN PETITIONS AND APPEALS AS PER ARTICLE 409 AND SUBSEQUENT OF THE CIVIL LAW, BY PROPOSING AND SUPPORTING ACTIONS, DEFENCE AND EXCEPTIONS BOTH AT THE STAGE OF COGNIZANCE AND OF EXECUTION, AS WELL AS BY SUBMITTING AND RESPONDING TO INTERROGATIONS AND INTERPELLATIONS;
6. TO SETTLE ALL DISPUTES CONCERNING EMPLOYMENT RELATIONSHIPS, BOTH AT INDIVIDUAL AND COLLECTIVE LEVEL, REPRESENTING THE COMPANY BEFORE TRADE UNIONS AND ASSOCIATIONS AND WITH THE CONCERNED ASSOCIATIONS, OFFICES AND INSTITUTIONS;
7. TO TAKE ALL NECESSARY STEPS, IN THE INTEREST OF THE COMPANY, TOWARD CONCILIATIONS WITH TRADE UNIONS AND THROUGH THE CONCILIATION COMMITTEES SET UP BY THE LOCAL EMPLOYMENT OFFICE AND ITS AREA SECTIONS WITH FACULTY TO RECONCILE DISPUTES, SIGNING THE RELEVANT REPORTS, AS PER ARTICLES 410, 411 AND 412 OF THE CIVIL LAW; TO REPRESENT THE COMPANY WITH FACULTY TO RECONCILE AND SETTLE ALL DISPUTES IN COMPLIANCE WITH ARTICLE 420 OF THE CIVIL LAW IN ALL PROCEEDINGS DEALING WITH WORK DISPUTES AS PROVIDED FOR BY THIS REGULATIONS;
8. TO REPRESENT THE COMPANY BEFORE HEALTH AND SOCIAL SECURITY INSTITUTIONS WITH FACULTY OF APPOINTING ATTORNEYS FOR SUCH ACTIVITIES;
9. TO RELEASE EXTRACTS FROM PAYROLLS AND DOCUMENTS ABOUT EMPLOYEES IN FAVOUR OF SOCIAL SECURITY, INSURANCE AND HEALTH ORGANIZATIONS AS WELL AS OF OTHER PRIVATE ORGANIZATIONS; TO MAKE SURE THAT THE COMPANY COMPLIES WITH ITS OBLIGATIONS, IN ITS QUALITY OF WITHHOLDING AGENT, WITH AUTHORITY TO SIGN, IN RESPECT OF SUCH OBLIGATIONS, DECLARATIONS, STATEMENTS AND ALL DEEDS AND CERTIFICATES AS PER ARTICLES 1 AND 3 OF THE PRESIDENTIAL DECREE DATED SEPT. 29-1973 N. 600. TO SUBMIT TO THE BANKS GRANTING LOANS TO THE COMPANY EMPLOYEES, DECLARATIONS OVER THE PLEDGE OF WITH-HOLDING FROM THE REMUNERATION OF SAID EMPLOYEES AND TO PAY OUT TO THE BANKS THE REFUND INSTALMENTS AND/OR RESIDUAL DEBT;
10. TO REPRESENT THE COMPANY BEFORE ALL SOCIAL SECURITY, INSURANCE AND LABOUR ORGANIZATIONS, PROVIDING ANYTHING REQUIRED BY THE CURRENT PROVISIONS CONCERNING EMPLOYMENT, SPECIFICALLY IN RESPECT OF INSURANCES, ALLOWANCES AND TAXES AS WELL AS TO REPRESENT THE COMPANY BEFORE THE TRADE UNION OF BOTH EMPLOYERS AND EMPLOYEES; THE MANAGER FERNANDO PERRI SHALL HAVE THE FACULTY TO DELEGATE TO HIS COLLABORATORS THE NECESSARY POWERS AND DELEGATIONS. THE COLLABORATORS, IN TURN, MAY DELEGATE TO THEIR COLLABORATORS WHAT THEY NEED TO ASSURE THE CORRECT CORPORATE OPERATION.

This certificate presents the information/data as recorded in the Register on today's date

STAMP DUTY PAID VIRTUALLY - WITH THE AUTHORIZATION OF THE REVENUE OFFICE OF MILAN N. 6743
DATED SEPT. 11/1978

COLLECTED FOR N.9 STAMPS	EUR 131.58
FOR FEES	EUR 5.00
TOTAL	EUR 136.58

TOTAL AMOUNT IN LIRE : 266,453

CHAMBER OF COMMERCE
INDUSTRY CRAFT AGRICULTURE
OF MILAN

Reg. No. NEW / 4336 / 2007 / CMI1307

January 18, 2007

FROM THE DOCUMENTS AVAILABLE TO THIS OFFICE, THE COMPANY DOES NOT APPEAR TO BE INSOLVENT, IN
COMPOSITION BEFORE BANKRUPTCY OR UNDER JUDICIAL SETTLEMENT.

FOR THE REGISTER KEEPER
GIANFRANCO VANZELLI

THE CLERK:
MARIA GRAZIA FARISE

WITH THE SEAL OF CHAMBER OF COMMERCE
INDUSTRY, CRAFT AND AGRICULTURE OF MILAN

*** end of the certificate ***

26/01/2007 del ho

