

I, Marjolein Schaart-Rademaker, residing in Almere, the Netherlands, translator for the English language, sworn before the District Court in Amsterdam, do solemnly and sincerely declare that the following is a full, true and faithful translation made by me of the document copy of which is hereunto annexed, which was submitted to me for translation, in testimony whereof I have hereunto set my hand this third day of January 2007.

Almere, 3 January 2007



A handwritten signature in blue ink, appearing to be "L.G. van der Horst", written over a faint background of text.

APOSTILLE

Convention de La Haye du 5 octobre 1961

1. Country: THE NETHERLANDS
This public document
2. Has been signed by: M. Schaart-Rademaker
3. Acting in the capacity of: beëdigd vertaler te Amsterdam
4. Bears the seal/stamp of
M. Schaart-Rademaker
Certified
5. At Amsterdam
6. The 8 januari 2007
7. By the registrar of the Court in Amsterdam
8. No: **589**
9. Seal/Stamp
10. Signature
mw. L.G. van der Horst



A handwritten signature in blue ink, appearing to be "L.G. van der Horst", written over a faint background of text.



DEED OF INCORPORATION

of:

Stichting Europees Aspergillus PCR
Initiatief (Foundation European Aspergillus PCR
Initiative),
having its registered office in Nijmegen, the
Netherlands.

Instrument dated 15 December 2006





[on Ten Berge notarissen letterhead]

INCORPORATION OF A CIVIL-LAW FOUNDATION

20647746/1/PM/EJ

This fifteenth day of December two thousand and six, before me, Mr Hendrikus Andreas Wilhelmina Megens, civil-law notary officiating in Nijmegen, appeared:

Mr **Joseph Peter Donelly**, residing at De Hoefkamp 10-96, 6545 MD Nijmegen, born in Sedgefield, Great Britain, on the thirteenth day of March nineteen hundred and fifty-one, holder of a British passport numbered 704671361, married.

PURPOSE OF THIS INSTRUMENT

The person appearing intends hereby to incorporate a civil-law foundation (hereinafter: "foundation") and adopt its articles.

INCORPORATION

The person appearing - the incorporator - hereby and with immediate effect incorporates a foundation, adopting its articles as follows:

ARTICLES

Article 1 - Name and Registered Office

1. Name of the Foundation

The name of the foundation is: **Stichting Europees Aspergillus PCR Initiatief (Foundation European Aspergillus PCR Initiative).**

2. Registered Office

The foundation has its registered office in Nijmegen.

Article 2 - Objects

1. Objects

1. The objects of the foundation are:

- a. to support an international platform for the promotion of scientific research in the area of Aspergillus infectious diseases in humans;
- b. to promote international standardization for diagnosing Aspergillus infectious diseases in humans by means of the Polymerase Chain Reaction (PCR), which technique is used to have very small quantities of DNA specifically detected by multiplying one or more components (amplification) until it is sufficient to be analyzed. Specific probes can be used to detect, *inter alia*, Aspergillus;
- c. to perform all such other acts relating or conducive to the foregoing, in the broadest sense.





2. Furthermore, the foundation's objects are:
- a. to develop an international standardization for diagnosing Aspergillus infectious diseases in humans using the PCR;
 - b. to co-operate with similar organizations abroad;
 - c. to promote research and to co-ordinate activities in that respect and to make contacts between researchers;
 - d. to arrange or have third parties arrange publications, in the broadest sense, in respect of Aspergillus infection diseases in humans.
3. The foundation does not aim to make a profit.

Article 3 - Financial Resources

The foundation's financial resources consist of:

- any amounts or goods raised or to be raised on the occasion of incorporation of the foundation for the purpose of realizing its objects;
- donations;
- subsidies and sponsor funds;
- any acquisitions by way of testamentary disposition, specific legacy, gift or contribution;
- the income and revenues to be acquired by the foundation based on the activities developed by it and the exploitation of its assets; and
- any other income.

Article 4 - Board

1. Number of Board Members

The foundation's board consists of at least three members. The number of board members shall - subject to the provision of the foregoing sentence - be unanimously determined by the board. If at any time the board does not consist of the required number of members, the board members in office at such time shall nevertheless be authorized to conduct the management, without prejudice to their obligation to fill the relevant vacancy or vacancies or have such vacancy or vacancies filled.

2. Appointment of Board Members by the Board

The board shall fill its own vacancies. Appointment shall be effected by a board resolution adopted unanimously in a meeting at which all board members are present or represented.

3. Filling Vacancies

Any vacancy is to be filled, on the board's initiative, as soon as possible. If due to negligence, difference of opinion, or for any other reason, no board member is appointed, the competent court, at the request of any interested party or on the Public Prosecutor's demand, shall fill the relevant vacancy, in accordance with Article 2:299 of the Netherlands Civil Code [*Burgerlijk Wetboek*].





4. Term of Office

The board members shall be appointed for an indefinite period of time.

5. Financial Provision

The board members shall not receive any remuneration for their management duties. The board may, however, by way of exception, grant a board member an allowance in respect of more than usual time and effort connected with the relevant board member's duties. Any such resolution shall be adopted unanimously and recorded in writing, signed by all board members. The resolution may be revised at any time by a resolution to be adopted by an ordinary majority of the votes.

The expenses incurred by the board members shall be reimbursed. Any business or professional supplies, activities or services to be performed by a board member for or on behalf of the foundation shall require the prior written unanimous consent of all other board members. This provision shall also apply if the board member has an indirect interest in any such supplies, activities or services.

6. Termination of Board Membership

A board member's office shall end:

- as a result of resignation on the board member's own request;
- if a board member is declared bankrupt or insolvent or is granted a debt rescheduling arrangement for private individuals or a moratorium on payment of debts;
- as a result of a board member's death, a guardianship order against a board member, or appointment of an administrator or mentor in respect of a board member's assets or person;
- as a result of a board member's dismissal by virtue of a unanimous resolution of all other board members;
- as a result of a board member's dismissal by the court.

A board member dismissed by the court shall not be eligible for re-appointment to the foundation's board for a period of five years after dismissal.

Article 5 - Representation of the Foundation

1. The foundation shall be represented by the board. The power to represent the foundation shall also vest in two board members acting jointly.
2. The board may grant a board member or a third party power of attorney to represent the foundation within the limitations of such power of attorney.





Article 6 - Powers of the Board

1. Property Subject to Public Registration

The board shall not be authorized to enter into any agreements for the acquisition, transfer or encumbrance of property subject to public registration.

2. Provision of Security for Others

The board shall not be authorized to enter into any agreements in which the foundation commits itself as guarantor or joint and several debtor, warrants performance by a third party, or provides security for debts of others.

Article 7 - Board Meetings

1. Frequency

The board shall meet at least once per six months and furthermore as often as the chairman or at least two board members so require.

2. Convocation and Minutes

The secretary shall convene the meeting by sending written notices to all members of the board. At least seven days are to pass between the day of dispatch and that of the meeting. The notice convening the meeting shall contain an agenda of the items to be discussed and, where necessary, a further explanation.

The secretary or another person designated for such purpose by the chairman shall keep minutes of the proceedings of the meeting, which shall be signed by the chairman and the secretary after having been adopted. Each member of the board shall be entitled to a copy of the minutes to be issued and signed by the secretary.

3. Representation by Proxy

A board member may be represented at the meeting by another board member, which shall require a written proxy to be submitted to the chairman. A board member may hold a proxy for no more than one board member.

Article 8 - Board Resolutions

1. Validity

The board may adopt resolutions both in and outside meetings.

To the extent not provided otherwise herein, a resolution may be adopted in a meeting only if more than fifty percent of the number of board members in office are present or represented.

A resolution outside a meeting shall require unanimity of all board members in office, to be evidenced in writing. In the event of acts contrary to the provisions of these articles in respect of convocation of the meeting, the board may nevertheless adopt valid resolutions, provided that prior to the time of the meeting the board members absent from the meeting had declared that they did not object to the adoption of the resolutions.



2. Voting Method

The votes shall be taken orally, unless any board member requires a vote in writing.

3. Required Majority

To the extent not provided otherwise herein, resolutions shall be adopted by an ordinary majority of the votes.

4. Tie of Votes

If, in the event of a vote on the appointment of persons, no majority is obtained in the first vote, a new vote shall be taken. If no majority is obtained in the new vote either, an interim vote shall decide which persons shall be included in a re-vote.

In the event of a tie of votes on the appointment of persons, a drawing of lots shall decide; in the event of a tie of votes on any other matter, the motion shall be deemed to have been rejected.

Article 9 - Financial Year, Financial Accounting Records and Archives**1. Financial Year**

The foundation's financial year shall coincide with the calendar year.

2. Financial Accounting Records and Archives

The board shall keep records of the foundation's financial position and of all matters relating to the foundation's activities so as to ensure that the foundation's rights and obligations are apparent at all times, and carefully retain the accounting records and all documents and other data carriers pertaining thereto so as to ensure that they are accessible for reference and verification purposes.

3. Annual Accounts and Budget

Each year the board shall draw up a financial annual report showing the income and expenditure for the preceding financial year and the foundation's financial position after termination thereof.

Such report shall be adopted by the board within five months of the end of the foundation's financial year. The same provision shall apply to the budget for the then-current year, to the extent not adopted earlier.

Article 10 - Amendment of the Articles**1. Power and Resolution**

The board shall be authorized to amend the articles. A resolution to that effect may be adopted only unanimously in a meeting at which all board members are present or represented.

If not all board members are present or represented at the meeting, a new meeting may be convened, not sooner than two weeks, and not later than six weeks, after the first meeting, in which new meeting a resolution to amend the articles may be adopted - subject to the said



majority - irrespective of the number of board members present or represented at such meeting.

3. Implementation

The board shall be responsible for implementation of the resolution. The articles shall be amended by means of an instrument to that effect to be drawn up by a civil-law notary. Each board member may thereby act on the foundation's behalf, subject to submission to the civil-law notary of the document or documents showing the valid resolution to amend the articles. An officially certified copy of the deed of amendment and a continuing text of the amended articles shall be filed with the Commercial Register.

Article 11 - Dissolution of the Foundation, Merger, Demerger

1. Resolution to Dissolve the Foundation

The board shall be authorized to dissolve the foundation. A resolution to dissolve the foundation shall be subject to the same provisions as stated above in respect of a resolution to amend the articles. The resolution to dissolve the foundation shall, to the extent possible, also indicate the appropriation of the liquidation surplus shown after liquidation.

If the foundation has no further assets at the time of dissolution, it shall cease to exist. In such event the board shall report same to the Commercial Register.

The books and records of the dissolved foundation shall be remain in the custody of the person designated by the board in the resolution to dissolve the foundation for a period of seven years after discontinuation of the foundation. Within eight days of commencement of the custodianship, the designated custodian shall report his name and address to the Commercial Register.

2. Other Cause

Furthermore, the foundation shall be dissolved:

- as a result of default after the foundation has been declared insolvent or the insolvency has been lifted on account of the situation of the insolvent estate;
- by court order in the situations referred to by law.

3. Merger or Demerger

A resolution to merge or to demerge the foundation shall be subject to the same decision-making provisions as required for amendment of the articles, without prejudice to the statutory requirements.

Article 12 - Liquidation

1. Liquidators

The board shall be responsible for liquidation of the foundation's assets and settlement of its affairs.





2. Foundation in the Process of Winding-Up

After dissolution the foundation shall continue to exist if and to the extent required for the liquidation of its assets.

During the period of liquidation the provisions of the articles shall remain in effect to the extent possible and necessary. Any documents and communications issued by the foundation shall add to the foundation's name the words "in the process of winding-up".

3. Appropriation of Liquidation Surplus

To the extent not yet part of the resolution to dissolve the foundation, the board shall determine the appropriation, after payment of all debts, of the remaining assets of the foundation (the liquidation surplus), provided that such surplus shall be appropriated so as to serve a purpose as closely connected with the objects of the foundation as possible. Any such subsequent resolution appropriating the liquidation balance shall be subject to the same requirements as the resolution to dissolve the foundation.

The liquidation shall end at such time as there are no further assets known to the liquidators. In the event of liquidation, the foundation shall cease to exist at such time as the liquidation ends. The liquidators shall report same to the Commercial Register.

Article 13 - Regulations

The board may adopt, amend or revoke standing orders or other regulations. Regulations may not be contrary to the articles of the law or contain any subjects that, according to prevailing legislation, should be provided for in the articles.

Article 14 - Unforeseen Situations

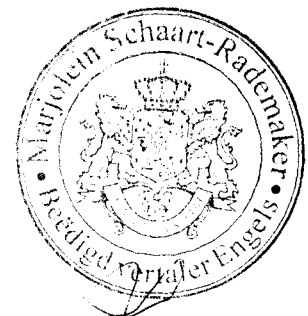
In all situations not provided for by the articles of by law, the board shall decide.

FINAL PROVISIONS

First Board

The incorporator determines that the first number of board members shall be three and appoints the following persons as the first board members:

1. Mr Joseph Peter Donnelly, the said person appearing;
2. Mr Jürgen Hermann Löffler, residing at Haefnergasse 4, 97070 Würzburg, Germany, born in Reutlingen, Germany, on the twenty-second day of January nineteen hundred and sixty-six;
3. Ms Rosemary Ann Barnes, residing at Greenmeadow, Cefn Mably, Cardiff CF3 6LP, Wales, United Kingdom, born in Kuala Lumpur, Malaysia, on the seventeenth day of August nineteen hundred and fifty-six.





The persons referred to under 1, 2 en 3 shall hold the offices of chairman, secretary and treasurer, respectively, in categories of board members.

Registration in the Commercial Register

The board shall arrange immediate first registration of the foundation in the Commercial Register, *inter alia*, to prevent that board members may be personally liable for obligations of the foundation in the absence thereof.

First Financial Year

In derogation of Article 9, paragraph 1, the foundation's first financial year shall end on the thirty-first day of December two thousand and seven.

Address

The foundation has its address at Geert Grooteplein-Zuid 8, 6525 GA Nijmegen.

ADDRESS FOR SERVICE

For all purposes relating to this instrument, the incorporator chooses address for service at the offices of the civil-law notary, custodian of this instrument. The person appearing is known to me, notary.

WHEREOF THIS INSTRUMENT

was executed in Nijmegen on the date first before written.

After the substance of this instrument had been stated and explained to the person appearing, he declared that he had taken cognizance of the contents hereof in good time and agreed to its contents. Subsequently, after having been read out in part, this instrument was signed by the person appearing and by me, notary. Signatures to follow.

ISSUED AS A TRUE COPY

[signature and stamp of civil-law notary]

