



04026772

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM F-X
APPOINTMENT OF AGENT FOR SERVICE OF PROCESS AND UNDERTAKING

A. Name of Issuer or Peron Filing ("Filer") **Evolutec Group Limited**

B. This is [check one]

an original filing for the Filer

an amended filing for the Filer

C. Identify the filing in conjunction with which this Form is being filed:

Name of registrant: **Evolutec ~~Group~~ Limited**

Form Type: **Form CB**

File Number (if know):

Filed by: **Evolutec Group Limited**

Date filed (if filed concurrently, so indicate): **May 12, 2004**
(Concurrently with Form CB)

5-79845

D. The Filer is incorporated or organized under the laws of: **United Kingdom**

and has its principal place of business at: **Evolutec Group Limited
Magdalen Centre
Oxford Science Park
Oxford, United Kingdom
OX4 4GA**

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E. The Filer designates and appoints CT Corporation System (the "Agent") located at:

**CT Corporation System
111 Eighth Avenue
New York, NY 10011**

as the agent of the Filer upon whom may be served any process, pleadings, subpoenas, or other papers in

- (a) any investigation or administrative proceeding conducted by the Commission; and
- (b) any civil suit or action brought against the Filer or to which the Filer has been joined as defendant or respondent, in any appropriate court in any place subject to the jurisdiction of any state or of the United States or of any of its territories or possessions or of the District of Columbia, where the investigation, proceeding or cause of action arises out of or relates to or concerns any offering

made or purported to be made in connection with the securities described on Form CB as filed with the Commission on May [10], 2004 or any purchases or sales of any security in connection therewith. The Filer stipulates and agrees that any such civil suitor action or administrative proceeding may be commenced by service upon such agent for service of process, and that service as aforesaid shall be taken and effected by services upon such agent for service of process, and that services as aforesaid shall be taken and held in all courts and administrative tribunals to be valid and binding as if personal services thereof had been made.

- F. The Filer stipulates and agrees to appoint a successor agent for service of process and file an amended Form F-X if the Filer discharges the Agent or the Agent is unwilling or unable to accept service on behalf of the Filer at any time until six years have elapsed following the effective date of the latest amendment to Form CB, in conjunction with which this Form F-X is being filed. The Filer further undertakes to advise the Commission promptly of any change to the Agent's name and address during the applicable period by amendment of this Form, referencing the file number of the relevant form in conjunction with which the amendment is being filed.
- G. The Filer undertakes to make available, in person or by telephone, representatives to respond to inquiries made by the Commission staff, and to furnish promptly, when requested to do so by the Commission staff, information relating to the Form CB, the securities to which the Form CB relates, and the transactions in such securities.

The filer certifies that it has duly caused this power of attorney, consent, stipulation and agreement to be signed on behalf by the undersigned, thereunto duly authorized in the city of Oxford in the county of Oxfordshire in the United Kingdom, this 7th day of May, 2004.

Filer: Evolutec Group Limited

EVOLUTEC GROUP LIMITED

By: 

Name: MARK CHARLES BROWN

Title: CHIEF EXECUTIVE

This statement has been signed by the following persons in their capacities and on the date indicated.

By: _____

Name: _____

Title: _____

Dated:

The filer certifies that it has duly caused this power of attorney, consent, stipulation and agreement to be signed on behalf by the undersigned, thereunto duly authorized in the city of Oxford in the county of Oxfordshire in the United Kingdom, this 7th day of May, 2004.

Filer: Evolutec Group Limited

EVOLUTEC GROUP LIMITED

By: 

Name: Mark Christopher Brown

Title: Chief Executive

This statement has been signed by the following persons in their capacities and on the date indicated.

By: C T Corporation System

Name: 

Title: Korri A. Behler

Assistant Secretary

Dated: May 7, 2004