

No: 01563257

The Companies Acts 1985 and 1989

PUBLIC LIMITED COMPANY

SPECIAL RESOLUTIONS

of

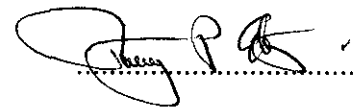
NIAGARA HEALTHCARE PLC

Passed 11 July 2003

At an extraordinary general meeting of the above named Company duly convened and held at Dartel House, 2 Lumley Road, Horley, Surrey RH6 5HY on 11 July 2003 the following resolutions were duly passed as special resolutions of the Company:

SPECIAL RESOLUTIONS

1. That the Company be re-registered as a private company under the Companies Act 1985 by the name of "Niagara Healthcare Limited".
2. That, subject to and conditional upon the passing of resolution 1 above, the memorandum of association of the Company be amended as follows:
 - 2.1. in clause 1 by the substitution of the word "Limited" for the word "plc";
 - 2.2. by the deletion of clause 2 which states "The Company is to be a public company";
 - 2.3. by re-numbering clauses 3, 4, 5 and 6 as clauses 2, 3, 4 and 5 respectively.
3. That, subject to and conditional upon the passing of resolutions 1 and 2 above, the articles of association in the form of the print produced to the meeting and for the purpose of identification signed by the chairman be adopted as the new articles of association of the Company in substitution for and to the exclusion of the existing articles of the Company.



Director

