

Aaroncare Plc

Company No. 2077314

**Minutes of a meeting of the Board of Directors of the above-named Company
held at Oak Villa 29A Fairview Road, Oxton, Wirral CH43 5SD
on 11th September 2006 at 9.45 am**

Present:

John Michael Francis, Brian Raymond Camp,
Michael Arthur Paddock, Carys Elizabeth Jarvis

Convening EGM

There was produced to the Meeting a notice of an extraordinary general meeting of the Company to propose the resolutions set out below as special resolutions:-

RESOLUTIONS

- 1. That the Company be re-registered as a private limited Company under the Companies Act 1985 by the name of Aaroncare Limited.*
- 2. That the Memorandum of Association be amended accordingly as follows:-*
 - 2.1 By the deletion of clause 1. and in substitution for it the Company's name is Aaroncare Limited*
 - 2.2 By deleting clause 2.*
 - 2.3 By re-numbering clauses 3-6 as clauses 2-5*
- 3. That the regulations contained in the document submitted to the meeting and for the purposes of identification signed by the Chairperson be approved and adopted as the Articles of Association of the Company in substitution for and to the exclusion of the existing Articles of Association.*

IT WAS RESOLVED that an extraordinary general meeting of the Company be convened to be held forthwith for the above mentioned purposes, the members having signed a waiver of the statutory period of notice.

The meeting adjourned while the extraordinary general meeting was held.

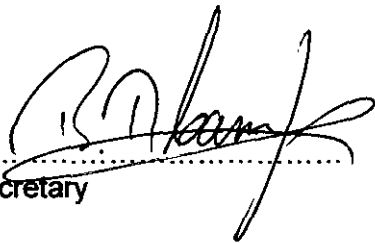
The meeting reconvened at 10.30 am and it was reported to the meeting that during the adjournment the extraordinary general meeting of the Company had been duly held and that the resolutions proposed thereat had been duly passed as special resolutions.

After discussion it was decided to make final repayment of Directors' Loan Accounts as follows:-

John Francis £66,355.48
Brian Camp £24,263.83
Michael Paddock £16,953.01



Brian Camp was instructed to do such acts as may be necessary to make the payments to give effect to the above


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Secretary

Aaroncare Plc

Company No. 2077314

**MINUTES of an Extraordinary General Meeting of the Company
held at Oak Villa 29A Fairview Road, Oxtun, Wirral, CH43 5SD
on 11th September 2006 at 10.00 am**

Present:

**John Michael Francis, Brian Raymond Camp,
Michael Arthur Paddock, Carys Elizabeth Jarvis.**

1. John Michael Francis ("the Chairman") announced that consent to the Meeting being held at short notice had been received from all the members of the Company having a right to attend and vote at the Meeting.
2. The Chairman announced that a quorum was present.
3. It was unanimously agreed that the Notice convening the Meeting should be taken as read.
4. The Chairman proposed the first resolution in the said Notice as a special resolution of the Company. The resolution was seconded by Brian Raymond Camp ("BRC"). The Chairman put the resolution to the meeting, took the vote on a show of hands and declared the resolution carried unanimously as special resolution of the Company.
5. The Chairman proposed the second resolution in the said Notice as a special resolution of the Company. The resolution was seconded by BRC. The Chairman put the resolution to the Meeting, took the vote on a show of hands and declared the resolution carried unanimously as a special resolution of the Company.
6. The Chairman proposed the third resolution in the said Notice as a special resolution of the Company. The resolution was seconded by BRC. The Chairman put the resolution to the Meeting, took the vote on a show of hands and declared the resolution carried unanimously as an extraordinary resolution of the Company.
7. There being no further business the meeting terminated.


Secretary

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Aaroncare Plc

**Company No.2077314
("the Company")**

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an EXTRAORDINARY GENERAL MEETING of the above-named Company will be held at Oak Villa 29A Fairview Road, Oxton, Wirral, Merseyside CH43 5SD on Monday 11th September 2006 at 10.00 am for the purpose of considering and, if thought fit, passing the following resolutions as Special Resolutions:-

RESOLUTIONS

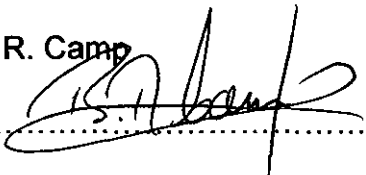
1. That the Company be re-registered as a private limited Company under the Companies Act 1985 by the name of Aaroncare Limited.
2. That the Memorandum of Association be amended accordingly as follows:-
 - 2.1 By the deletion of clause 1. and in substitution for it the Company's name is Aaroncare Limited
 - 2.2 By deleting clause 2.
 - 2.3 By re-numbering clauses 3-6 as clauses 2-5
3. That the regulations contained in the document submitted to the meeting and for the purposes of identification signed by the Chairperson be approved and adopted as the Articles of Association of the Company in substitution for and to the exclusion of the existing Articles of Association.

Dated: 8th September 2006

Registered Office: 190 Princes Road
Ellesmere Port
Cheshire
CH65 8EU

By Order of the Board

Brian R. Camp



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Secretary

NOTE:

A member entitled to attend and vote may appoint a proxy to attend and on a poll vote in his stead. A proxy need not be a member of the Company.

THE COMPANIES ACTS 1985 TO 1989

PRIVATE LIMITED COMPANY

ARTICLES OF ASSOCIATION

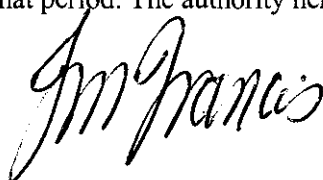
AARONCARE LIMITED

1. PRELIMINARY

- (a) The Regulations contained in Table A in the Schedule to the Companies (Tables A to F) Regulations 1985 (SI 1985 No. 805) as amended by the Companies (Tables A to F) (Amendment) Regulations 1985 (SI 1985 No 1052) (*such Table being hereinafter called "Table A"*) shall apply to the Company save in so far as they are excluded or varied hereby and such Regulations (save as so excluded or varied) and the Articles hereinafter contained shall be the regulations to the Company.
- (b) In these Articles the expression "the Act" means the Companies Act 1985, but so that any reference in these Articles to any provision of the Act shall be deemed to include a reference to any statutory modification or re-enactment of that provision for the time being in force.
- (c) In these Articles the expression "Shares" means Ordinary shares including those 'A' Ordinary shares which are non-voting and carry the vote to share equally the first £1,000,000 of any and all dividends declared by the Company, and Preference shares which are non-voting, carry no automatic right to dividends and are redeemable at par by the Company at any time upon not less than seven days notice.

2. ALLOTMENT OF SHARES

- (a) Shares which are comprised in the authorised but unissued share capital of the Company shall be under the control of the Directors who may (subject to Sections 80 and 89 of the Act and to paragraphs (b) and (e) below) allot, grant options over or otherwise dispose of the same, to such persons, on such terms and in such manner as they think fit.
- (b) The Directors are generally and unconditionally authorised for the purposes of Section 80 of the Act, to exercise any power of the Company to allot and grant rights to subscribe for or convert securities into shares of the Company up to the amount of the authorised share capital with which the Company is incorporated at any time or times during the period of five years from the date of incorporation and the Directors may, after that period, allot any shares or grant any such rights under this authority in pursuance of an offer or agreement so to do made by the Company within that period. The authority hereby given may at any time



(subject to the said Section 80) be renewed, revoked or varied by Ordinary Resolution of the Company in General Meeting.

- (c) The Directors are empowered to allot and grant rights to subscribe for or convert securities into shares of the Company pursuant to the authority conferred under paragraph (b) above as if Section 89(1) of the Act did not apply. This power shall enable the Directors so to allot and grant rights to subscribe for or convert securities into shares of the Company after its expiry the pursuance of an offer or agreement so to do made by the Company before its expiry.
- (d) Save as authorised by the Act, the Company shall not give, whether directly or indirectly, any financial assistance (as defined in Section 152(1) (a) of the Act) for any such purpose as is specified in Section 151 of the Act.
- (e) Save as permitted by Section 101(2) of the Act, no shares of the Company shall be allotted except as paid up at least as to one quarter of their nominal value and the whole of any premium.

3. **SHARES**

The liability of any member in default in respect of a call shall be increased by the addition at the end of the first sentence of Regulation 18 in Table A of the words "and all expenses that may have been incurred by the Company by reason of such non-payment".

4. **GENERAL MEETINGS AND RESOLUTIONS**

- (a) Every notice convening a General Meeting shall comply with the provisions of Section 372(3) of the Act as to giving information to Members in regard to their right to appoint proxies; and notices of and other communications relating to any General Meeting which any Member is entitled to receive shall be sent to the Directors and to the Auditors for the time being of the Company.
- (b) If a quorum is not present within half an hour from the time appointed for a General Meeting the General Meeting shall stand adjourned to the same day in the next week at the same time and place or to such other day and at such other time and place as the Directors may determine; and if at the adjourned General Meeting a quorum is not present within half an hour from the time appointed therefore such adjourned General Meeting shall be dissolved.
- (c) Regulation 41 in Table A shall not apply to the Company.

5. **APPOINTMENT OF DIRECTORS**

- (a) Regulation 64 in Table A shall not apply to the Company.
- (b) The maximum number and minimum number respectively of the Directors may be determined from time to time by Ordinary Resolution in General Meeting of the Company. Subject to and in default of any such determination there shall be no maximum number of Directors and the minimum number of Directors shall be two.
- (c) The Directors shall not be required to retire by rotation and Regulations 73 to 80 (inclusive) in Table A shall not apply to the Company.
- (d) No persons shall be appointed a Director at any General Meeting unless either:
 - (i) he is recommended by the Directors; or
 - (ii) not less than fourteen nor more than thirty five clear days before the date appointed for the General Meeting, notice executed by a Member qualified to vote at the General Meeting has been given to the Company of the intention to propose that person for appointment, together with notice executed by that person of his willingness to be appointed.
- (e) Subject to paragraph (d) above, the Company may by Ordinary Resolution in General Meeting appoint any person who is willing to act to be a Director, either to fill a vacancy or as an additional Director.
- (f) The Directors may appoint a person who is willing to act to be a Director, either to fill a vacancy or as an additional Director, provided that the appointment does not cause the number of Directors to exceed any number determined in accordance with paragraph (b) above as the maximum number of Directors and for the time being in force.

6. **BORROWING POWERS**

The Directors may exercise all the powers of the Company to borrow money without limit as to amount and upon such terms and in such manner as they think fit, and subject (in the case of any security convertible into shares) to Section 80 of the Act to grant any mortgage, charge or standard security over its undertaking, property and uncalled capital, or any part thereof, and to issue debentures, debenture stock, and other securities whether outright or as security for any debt, liability or obligation of the Company or of any third party.

7. **ALTERNATE DIRECTORS**

- (a) An alternate Director shall not be entitled as such to receive any remuneration from the Company, save that he may be paid by the Company such part (if any) of the remuneration

otherwise payable to his appointor as such appointor may by notice in writing to the Company from time to time direct, and the first sentence of Regulation in 66 in Table A shall be modified accordingly.

- (b) A Director, or any such other person as is mentioned in Regulation 65 in Table A, may act as an alternate Director to represent more than one Director, and an alternate Director shall be entitled at any meeting of the Directors or of any committee of the Directors to one vote for every Director whom he represents in addition to his own vote (if any) as a Director, but he shall count as only one for the purpose of determining whether a quorum is present.

8. **GRATUITIES AND PENSIONS**

- (a) The Directors may exercise the powers of the Company conferred by clause 3(t) of the Memorandum of Association of the Company and shall be entitled to retain any benefits received by them or any of them by reason of the exercise of any such powers.
- (b) Regulation 87 in Table A shall not apply to the Company.

9. **PROCEEDINGS OF DIRECTORS**

- (a) A Director may vote, at any meeting of the Directors or of any committee of the Directors, on any resolution, notwithstanding that it in any way concerns or relates to a matter in which he has, directly or indirectly, any kind of interest whatsoever, and if he shall vote on any such resolution as aforesaid his vote shall be counted; and in relation to any such resolution as aforesaid he shall (whether or not he shall vote on the same) be taken into account in calculating the quorum present at the meeting.
- (b) Regulations 94 to 97 (inclusive) in Table A shall not apply to the Company.

10. **THE SEAL**

- (a) If the Company has a seal it shall only be used with the authority of the Directors or of a committee of Directors. The Directors may determine who shall sign any instrument to which the seal is affixed and unless otherwise so determined it shall be signed by a Director and by the Secretary or second Director. The obligation under Regulation 6 in Table A relating to the sealing of share certificates shall apply only if the Company has a seal. Regulation 101 in Table A shall not apply to the Company.
- (b) The Company may exercise the powers conferred by Section 39 of the Act with regard to having an official seal for use abroad, and such powers shall be vested in the Directors.

11. **INDEMNITY**

- (a) Every Director or other officer of the Company shall be indemnified out of the assets of the Company against all losses or liabilities which he may sustain or incur in or about the execution of the duties of his office or otherwise in relation thereto, including any liability incurred by him in defending any proceedings, whether civil or criminal, or in connection with any application under Section 144 or Section 727 of the Act in which relief is granted to him by the Court, and no Director or other officer shall be liable for any loss, damage or misfortune which may happen to or be incurred by the Company in the execution of the duties of his office or in relation thereto. But this Article shall only have effect in so far as its provisions are not avoided by Section 310 of the Act.
- (b) The Directors shall have power to purchase and maintain for any Director, officer or Auditor of the Company insurance against any such liability as is referred to in Section 310 (1) of the Act.
- (c) Regulation 118 in Table A shall not apply to the Company.