

**AARONCARE LIMITED**  
(the "Company")

**THE COMPANIES ACT 1985**  
**COMPANY LIMITED BY SHARES**

**WRITTEN RESOLUTION** of the Company DATED the 31 day of October 2006

WE the undersigned, being all the members of the Company who would be entitled to attend and vote at a general meeting of the Company convened to pass the following resolution, HEREBY PASS the following resolution as A WRITTEN RESOLUTION pursuant to Section 381A of the Companies Act 1985 and agree that the said resolution shall be valid and effective as if the same had been passed by us all at a general meeting of the Company duly convened and held.


**ORDINARY RESOLUTION**

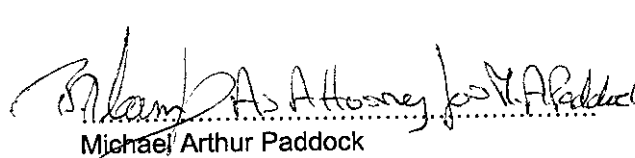
IT WAS RESOLVED:

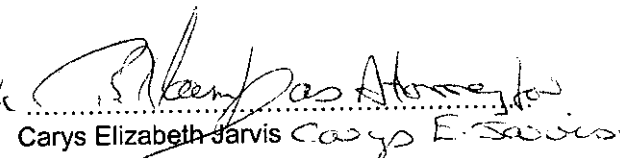
1. **THAT** the proposed acquisition by the Company of the goodwill, assets and trading liabilities of THE AARONCARE PARTNERSHIP on the terms, and subject to the conditions of the agreement expected to be dated 31 October 2006 among John Michael Francis, Brian Raymond Camp, Michael Arthur Paddock and Carys Elizabeth Jarvis and AARONCARE LIMITED (a copy of which is attached) (the "**Asset Purchase Agreement**") be and is hereby approved, and the Company be authorised to complete the Asset Purchase Agreement in accordance with its terms subject to such modifications thereto as the directors may consider expedient or appropriate.

DATED the            day of            2006

  
John Michael Francis

  
Brian Raymond Camp

  
Michael Arthur Paddock

  
Carys Elizabeth Jarvis