

Company Number 2463465

THE COMPANIES ACT 1985

PUBLIC COMPANY LIMITED BY SHARES

SPECIAL RESOLUTIONS

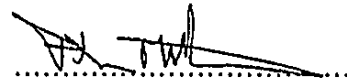
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MATRIX HEALTH 2 PLC

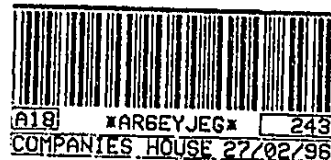
(Passed 22 February 1996)

At an extraordinary general meeting of the Company duly convened and held on 22 February 1996 the following resolutions were passed as Special Resolutions:

- 1 THAT the regulations contained in the printed document submitted to the meeting and for the purpose of identification signed by the Chairman be and the same are hereby approved and adopted as the Articles of Association of the Company in substitution for and to the exclusion of all the existing Articles of Association of the Company.
- 2 THAT the authorised share capital of the Company be increased to £2,500,000 by the creation of 4,212,498 ordinary shares of 50p each ranking pari passu with the existing shares in the capital of the Company.



Chairman



NT14.CXJMA65310B.RES\08-02-96