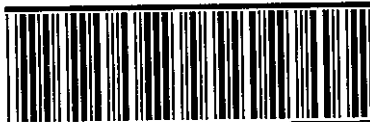




COMPANIES HOUSE

THE REGISTRAR OF COMPANIES
COMPANIES HOUSE
CROWN WAY
CARDIFF
CF4 3UZ



A11 *AE2CAIPJ* 399
COMPANIES HOUSE 02/02/96

This form should be completed in black.

The information printed below is taken from Companies House records as at 05/01/96

If this information requires amendment use the spaces opposite.

Date of this return (See note 1)

The information in this return should be made up to a date not later than

Day	Month	Year
2 6	0 1	9 6

Date of next return (See note 2)

If you wish to make your next return to a date earlier than the anniversary of this return please show the date here. Companies House will then send a form at the appropriate time.

Day	Month	Year

Day	Month	Year

Registered Office (See note 3)

This is the address registered by Companies House.

GOSSARD HOUSE
7-8 SAVILE ROW
LONDON
W1X 1AF

.....
.....
.....
.....

Principal business activities (See note 4)

Trade classification is
9500 HOLDING COMPANY

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If the code cannot be determined from the notes, give a brief description of principal activity.

BBE18
700789

363s

Annual Return

of company number 02463465

E

company name
MATRIX HEALTH 2 PLC

company type
PUBLIC LIMITED COMPANY

Register of members (See note 5)

The register is kept at

REGISTERED OFFICE

If the information shown needs amendment, give details below and, for secretary and director particulars, the date of any change.

.....

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Register of debenture holders (See note 6)

Any register of debenture holders (or duplicate) is kept at

.....

.....

.....

.....

Company Secretary (See note 7)

Particulars of a new secretary **must** be notified on form 288.

RUPERT CHARLES GIFFORD
LYWOOD
37 VOLTAIRE ROAD
LONDON
SW4 6DD

Day	Month	Year

Date of any change.

.....

.....

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.....

If this person has ceased to be secretary, please state when.

Day	Month	Year

Date of resignation.

Directors (See note 7)

Particulars of a new director **must** be notified on form 288.

ROY
BAGULEY
GREYSTONES MANOR PARK
BURLEY IN WHARFEDALE
ILKELY
WEST YORKSHIRE LS29 7HH

Day	Month	Year

Date of any change.

.....

.....

.....

.....

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.....

Date of Birth:— 18/01/29

Nat:BRITISH

Occ:CHARTERED ACCOUNTANT

If this person has ceased to be director, please state when.

Day	Month	Year

Date of resignation.

.....

.....

.....

.....

Other directorships.

If the information shown needs amendment, give details below and the date of any change.

Directors - continued

Particulars.

PETER
DEWE-MATHEWS
THE PIGHTLE
NORTH HEATH
CHIEVELEY
BERKSHIRE RG20 8UD

Day	Month	Year

Date of any change.

Date of Birth:- 15/10/44
Nat:BRITISH
Occ:CHARTERD ACCOUNTANT

If this person has ceased to be director, please state when.

Day	Month	Year

Date of resignation.

Other directorships.

Particulars.

RUPERT CHARLES GIFFORD
LYWOOD
37 VOLTAIRE ROAD
LONDON
SW4 6DD

Day	Month	Year

Date of any change.

Date of Birth:- 14/05/58
Nat:BRITISH
Occ:CHARTERED ACCOUNTANT

If this person has ceased to be director, please state when.

Day	Month	Year

Date of resignation.

Other directorships.

Particulars.

NO MORE DIRECTORS - ADDITIONAL SECRETARIES
OR DIRECTORS MUST BE NOTIFIED ON FORM 288.

Day	Month	Year

Date of any change.

If this person has ceased to be director, please state when.

Day	Month	Year

Date of resignation.

Other directorships.

Issued Share Capital (See note 8)

Enter details of all shares in issue at the date of this return.

Class
(eg Ordinary/
Preference etc)

Number of
shares issued

Aggregate
nominal value
(ie Number of shares
issued multiplied by
nominal value per share)

Ordinary	661,502	£330,751
Totals	661,502	£330,751

List of past and present members

(See note 9)

(Use attached schedule where appropriate)

A full list is required if one was not included with either of the last two returns.

Please mark the appropriate box.

There were no changes in the period

The last full members list was at 26/01/95

A list of changes is enclosed

on paper

not on
paper

A full list of members is enclosed

Certificate

I certify that the information given in this return is true to the best of my knowledge and belief.

I enclose the fee of **£18.**

Cheques should be made payable to **Companies House**.

Signed

~~Secretary/Director *~~

*(delete as appropriate)

Date _____

This return includes 4 continuation sheets.
(enter number)

Please ensure that you have completed all sections on this page.

To whom should Companies House direct any enquiries about the information shown in this return?

· Suzannah Bell
 Matrix-Securities Limited
 · Gossard House
 7/8 Savile Row
 · London
 W1X 1AF
 · Telephone: 0171-734 8334
 Fax: 0171-734 8324

Telephone Ext



Printed on
Recycled Paper

Matrix Health 2 plc
Changes in Membership for the period to 26th January 1996

FROM: Dr Stanley William Gilks
47 Friars Avenue, London, N20 OXG
TO: Mrs Barbara Gilks
47 Friars Avenue, London, N20 OXG
NUMBER OF SHARES: 9,000
DATE: 02-FEB-95

FROM: Mrs Rachel Bronwen Connolly
Aldbrough House, Aldbrough St John, Richmond, North Yorkshire, DL11 7TP
TO: Pilgrim Nominees Limited
Account RBC, Commercial Union House, 39 Pilgrim Street, Newcastle upon Tyne, NE1 6RQ
NUMBER OF SHARES: 2,000
DATE: 19-MAY-95

FROM: Mr Douglas Arthur Gibson
Primrose Hill, Dalston, Carlisle, Cumbria, CA5 7BJ
TO: Mr Thomas Spencer Lea & Mrs Mary Gibson
Kirkton House, 4 Hunter Street, Chester, CH1 2AS
NUMBER OF SHARES: 1,000
DATE: 08-NOV-95

Directorships of Mr Rupert Charles Gifford Lywood

Current:

Matrix-Data Limited
Matrix-Securities Limited
Matrix Aegis plc
Matrix Health 1 plc
Matrix Health 2 plc
SHA (Contractors) I Plc
SHA (Contractors) II Plc
SHA (Contractors) III Plc
SHA (Contractors) IV Plc
SHA (Contractors) V Plc
Pilgrim Contractors Plc
Matrix-Securities (Nominees) Limited
Matrix Energy Limited
Matrix Aegis (ANS I) Plc
Barleyglow Limited

Continuation of Annual Return

Matrix Health 2 Plc

Other Directorships of Mr Peter Dewe-Mathews:

Celsus Pliny Limited

Bright Walton Homes plc

Barleyglow Limited

Best Nursing Homes Limited

Continuation to Annual Return

Matrix Health 2 Plc

Other Directorships of Mr Roy Baguley:

West Yorkshire Independent Hospital plc

West Yorkshire Independent Hospital (Finance) Limited

West Yorkshire Independent Hospital (Contract Services) Limited

Yorkshire Clinicare Limited

Countrywide Medical Services Limited

UK Scanner Company Limited

Barleyglow Limited.