

Company No. 2776626

THE COMPANIES ACT 1985

AND

THE COMPANIES ACTS 1985 AND 1989

COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION

OF

TREEHOME LIMITED



We, the undersigned being all the members of the Company entitled to receive notice of and to attend and vote at general meetings of the Company, hereby resolve as follows and agree that the said resolutions shall, pursuant to section 381A of the Companies Act 1985, for all purposes be as valid and effective as if the same had been passed as special resolutions at a general meeting of the Company duly convened and held on the date specified below:

RESOLUTIONS:

1. The Memorandum ~~and~~ of Association be amended as follows:

1.1 By the deletion of clause 3.1 and the insertion of the following :

"To acquire, establish, own, operate, maintain, manage and administer, residential, specialist care and nursing homes, convalescent homes, homes for the aged and infirm, clinics and any place for the treatment or relief of illness, disease or infirmity or the promotion of physical and mental health, and to carry on any other business which can be conveniently carried on in connection therewith"

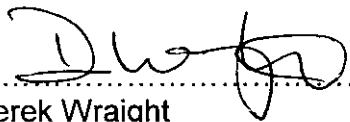
1.2 By the insertion of the following object after object (q) as object (qq):

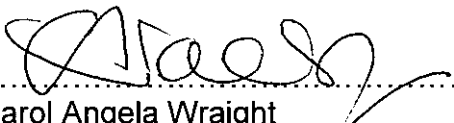
"Subject to and in accordance with a due compliance with the provisions of Sections 155 to 158 (inclusive) of the Act (if and so far as such

provisions shall be applicable), to give, whether directly or indirectly, any kind of financial assistance (as defined in Section 152(1)(a) of the Act) for any such purpose as is specified in Section 151(1) and/or Section 151(2) of the Act"

2. The Articles of Association be amended by the deletion of article 15.
3. The Articles of Association be amended by the deletion of article 7.

Dated 3 July 2002

  
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Derek Wraight

  
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Carol Angela Wraight