

Company No. 3252624

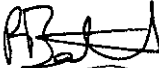
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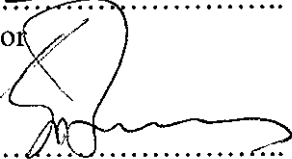
Cheadle Royal Healthcare Limited

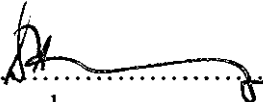
We, the undersigned being all the members of the above named Company entitled to attend and vote at an Extraordinary General Meeting of the Company hereby resolve that the resolution below be and is passed as a special resolution of the Company pursuant to the provisions of section 381A of the Companies Act 1985 and confirm that such resolutions shall be as valid and effectual as if it had been passed at an extraordinary general meeting of the Company duly convened and held :


1. That the articles of association of the Company be and are hereby amended by the addition of the following words at the commencement of article 3.1.3:

"Save with the prior written consent of the holders of a majority in number of the Preference Shares."


.....
P F Batchelor


.....
E D Burling


.....
S F Hemsley


.....
S P McKeown


.....
R Russell, for Healthcare Scotland Limited


.....
J P Ward

Date : December 2 1998

