

FILE COPY



**CERTIFICATE OF INCORPORATION
OF A PRIVATE LIMITED COMPANY**

Company No. 3830455

The Registrar of Companies for England and Wales hereby certifies that

CRAEGMOOR HOMES LIMITED

is this day incorporated under the Companies Act 1985 as a private company and that the company is limited.

Given at Companies House, London, the 19th August 1999



N03830455F

S. Bashar.

MISS S. BASHAR

For The Registrar Of Companies



C O M P A N I E S H O U S E

Package: 'Laserform'
by Laserform International Ltd.

12

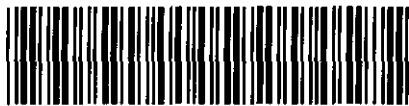
Please complete in typescript,
or in bold black capitals.

Declaration on application for registration

3830455

Company Name in full

Craegmoor Homes Limited



* F 0 1 2 0 F 1 0 *

I, MICHAEL ANTHONY STAFFORD

of 10, ANNE HATHAWAY DRIVE, CHURCHDOWN, GLOS. GL3 2PX

† Please delete as appropriate.

do solemnly and sincerely declare that I am a ~~Solicitor engaged in the formation of the company~~ person named as director or secretary of the company in the statement delivered to the Registrar under section 10 of the Companies Act 1985† and that all the requirements of the Companies Act 1985 in respect of the registration of the above company and of matters precedent and incidental to it have been complied with.

And I make this solemn Declaration conscientiously believing the same to be true and by virtue of the Statutory Declarations Act 1835.

Declarant's signature

M.A. Stafford

Declared at BARLOW LYDE & GILBERT SOLICITORS, LONDON

the EIGHTEENTH day of AUGUST

One thousand nine hundred and ninety NINE

● Please print name.

before me● RUTH MARY BORAN

Signed

Ruth Mary Boran

Date 18/8/99.

A Commissioner for Oaths or Notary Public or Justice of the Peace or Solicitor

Please give the name, address,
telephone number and, if available,
a DX number and Exchange of
the person Companies House should
contact if there is any query.

Barlow Lyde & Gilbert
Beaufort House
15 St Botolph Street
London EC3A 7NJ
40210-14/VM/RMB/3.07 Tel 0171 247 2277
DX number DX: 155 DX exchange LONDON

When you have completed and signed the form please send it to the
Registrar of Companies at:
Companies House, Crown Way, Cardiff, CF4 3UZ DX 33050 Cardiff
for companies registered in England and Wales
or
Companies House, 37 Castle Terrace, Edinburgh, EH1 2EB
for companies registered in Scotland **DX 235 Edinburgh**

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by Laserform International Ltd.

10

*Please complete in typescript,
or in bold black capitals.*

First directors and secretary and intended situation of registered office

Notes on completion appear on final page

3830455

Company Name in full

Craegmoor Homes Limited



* F 0 1 0 0 F 1 0 *

Proposed Registered Office

"Hillcairnle"

(PO Box numbers only, are not acceptable)

St Andrews Road

Post town Droitwich

County / Region Worcestershire

Postcode WR9 8EG

If the memorandum is delivered by
an agent for the subscriber(s) of
the memorandum mark the box opposite
and give the agent's name and address.

Agent's Name

Address

Post town

County / Region

Postcode

Number of continuation sheets attached

2

Please give the name, address,
telephone number and, if available,
a DX number and Exchange of
the person Companies House should
contact if there is any query.

Barlow Lyde & Gilbert
Beaufort House
15 St Botolph Street
London EC3A 7NJ
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Companies House, 37 Castle Terrace, Edinburgh, EH1 2EB
for companies registered in Scotland **DX 235 Edinburgh**

Company Secretary (see notes 1-5)

Company name Craegmoor Homes Limited

NAME *Style / Title

Mr

*Honours etc

* Voluntary details

Forename(s) Simon John

Surname Bishop

Previous forename(s)

Previous surname(s)

Address**Usual residential address**

For a corporation, give the registered or principal office address.

Field of Dreams

Kingshill, Leigh Sinton

Post town Malvern

County / Region Worcestershire

Postcode WR13 5EF

Country England

I consent to act as secretary of the company named on page 1

Consent signature

S.J. Bishop

Date

17/8/99

Directors (see notes 1-5)

Please list directors in alphabetical order

NAME *Style / Title

Mr

*Honours etc

Forename(s) Michael Anthony

Surname Stratford

Previous forename(s)

Previous surname(s)

Address**Usual residential address**

For a corporation, give the registered or principal office address.

10 Anne Hathaway Drive

Churchdown

Post town

County / Region Gloucestershire

Postcode GL3 2PX

Country England

Day Month Year

Date of birth

10

02

58

Nationality

British

Business occupation

Finance Director

Other directorships

See attached list

I consent to act as director of the company named on page 1

Consent signature

M.A. Hunt

Date

17/8/99

Directors

(continued)

(see notes 1-5)

NAME	*Style / Title	Mr	*Honours etc	
	Forename(s)	Frank		
	Surname	Richardson		
	Previous forename(s)			
	Previous surname(s)			
Address	1 Lakeside, Cirencester Road			
Usual residential address	Latton			
For a corporation, give the registered or principal office address.	Post town	Swindon		
	County / Region		Postcode	SN6 6DW
	Country	England		
	Date of birth	Day 18	Month 10	Year 51 Nationality British
	Business occupation	Chief Executive		
	Other directorships	See attached list		
	I consent to act as director of the company named on page 1			
	Consent signature	Frank Richardson		Date 17 August 1999

This section must be signed by*Either***an agent on behalf
of all subscribers****Signed****Date****Or the subscribers***(i.e those who signed
as members on the
memorandum of
association).***Signed**

W.A. Smith
DIRECTOR FOR AND ON BEHALF
OF CLAREMOR MEMORABLE COMPANY
LIMITED

Date

17/8/99

Signed**Date****Signed****Date****Signed****Date****Signed****Date****Signed****Date**

Notes

1. Show for an individual the full forename(s) NOT INITIALS and surname together with any previous forename(s) or surname(s).

If the director or secretary is a corporation or Scottish firm - show the corporate or firm name on the surname line.

Give previous forename(s) or surname(s) except that:

- for a married woman, the name by which she was known before marriage need not be given,

- names not used since the age of 18 or for at least 20 years need not be given.

A peer, or an individual known by a title, may state the title instead of or in addition to the forename(s) and surname and need not give the name by which that person was known before he or she adopted the title or succeeded to it.

Address:

Give the usual residential address.

In the case of a corporation or Scottish firm give the registered or principal office.

Subscribers:

The form must be signed personally either by the subscriber(s) or by a person or persons authorised to sign on behalf of the subscriber(s).

2. Directors known by another description:

- A director includes any person who occupies that position even if called by a different name, for example, governor, member of council.

3. Directors details:

- Show for each individual director the director's date of birth, business occupation and nationality.

The date of birth must be given for every individual director.

4. Other directorships:

- Give the name of every company of which the person concerned is a director or has been a director at any time in the past 5 years. You may exclude a company which either **is or at all times during the past 5 years**, when the person was a director, **was**:

- dormant,
- a parent company which wholly owned the company making the return,
- a wholly owned subsidiary of the company making the return, or
- another wholly owned subsidiary of the same parent company.

If there is insufficient space on the form for other directorships you may use a separate sheet of paper, which should include the company's number and the full name of the director.

5. Use Form 10 continuation sheets or photocopies of page 2 to provide details of joint secretaries or additional directors.

3830455



THE COMPANIES ACTS 1985 and 1989
PRIVATE COMPANY LIMITED BY SHARES

COMPANY NUMBER:

MEMORANDUM OF ASSOCIATION OF
CRAEGMOOR HOMES LIMITED
(As at)

1. The Company's name is "CRAEGMOOR HOMES LIMITED".
2. The Company's registered office is to be situated in England and Wales.
3.
 - (i) The object of the Company is to carry on business as a general commercial company.
 - (ii) Without prejudice to the generality of the object and the powers of the Company derived from Section 3A of the Act the Company has power to do all or any of the following things:-
 - (a) To purchase or by any other means acquire and take options over any property whatever, and any rights or privileges of any kind over or in respect of any property.
 - (b) To apply for, register, purchase, or by other means acquire and protect, prolong and renew, whether in the United Kingdom or elsewhere any patents, patent rights, brevets d'invention, licences, secret processes, trade marks, designs, protections and concessions and to disclaim, alter, modify, use and turn to account and to manufacture under or grant licences or privileges in respect of the same, and to expend money in experimenting upon, testing and improving any patents, inventions or rights which the Company may acquire or propose to acquire.
 - (c) To acquire or undertake the whole or any part of the business, goodwill, and assets of any person, firm, or company carrying on or proposing to carry on any of the businesses which the Company is authorised to carry on and as part of the consideration for such acquisition to undertake all or any of the liabilities of such person, firm or company, or to acquire an interest in, amalgamate with, or enter into partnership or into any arrangement for sharing profits, or for co-operation, or for mutual assistance with any such person, firm or company, or for subsidising or otherwise assisting any such person, firm or company, and to give or accept, by way of consideration for any

NI Inc - 2100 -
RBUS 027264
SDay 897083

of the acts or things aforesaid or property acquired, any shares, debentures, debenture stock or securities that may be agreed upon, and to hold and retain, or sell, mortgage and deal with any shares, debentures, debenture stock or securities so received.

- (d) To improve, manage, construct, repair, develop, exchange, let on lease or otherwise, mortgage, charge, sell, dispose of, turn to account, grant licences, options, rights and privileges in respect of, or otherwise deal with all or any part of the property and rights of the Company.
- (e) To invest and deal with the moneys of the Company not immediately required in such manner as may from time to time be determined and to hold or otherwise deal with any investments made.
- (f) To lend and advance money or give credit on any terms and with or without security to any person, firm or company (including without prejudice to the generality of the foregoing any holding company, subsidiary or fellow subsidiary of, or any other company associated in any way with, the Company), to enter into guarantees, contracts of indemnity and suretyships of all kinds, to receive money on deposit or loan upon any terms, and to secure or guarantee in any manner and upon any terms the payment of any sum of money or the performance of any obligation by any person, firm or company (including without prejudice to the generality of the foregoing any such holding company, subsidiary, fellow subsidiary or associated company as aforesaid).
- (g) To borrow and raise money in any manner and to secure the repayment of any money borrowed, raised or owing by mortgage, charge, standard security, lien or other security upon the whole or any part of the Company's property or assets (whether present or future), including its uncalled capital, and also by a similar mortgage, charge, standard security, lien or security to secure and guarantee the performance by the Company of any obligation or liability it may undertake or which may become binding on it.
- (h) To draw, make, accept, endorse, discount, negotiate, execute and issue cheques, bills of exchange, promissory notes, bills of lading, warrants, debentures, and other negotiable or transferable instruments.
- (i) To apply for, promote, and obtain any Act of Parliament, order, or licence of the Department of Trade or other authority for enabling the Company to carry any of its objects into effect, or for effecting any modification of the Company's constitution,

or for any other purpose which may seem calculated directly or indirectly to promote the Company's interests, and to oppose any proceedings or applications which may seem calculated directly or indirectly to prejudice the Company's interests.

- (j) To enter into any arrangements with any government or authority (supreme, municipal, local, or otherwise) that may seem conducive to the attainment of the Company's objects or any of them, and to obtain from any such government or authority any charters, decrees, rights, privileges or concessions which the Company may think desirable and to carry out, exercise, and comply with any such charters, decrees, rights, privileges, and concessions.
- (k) To subscribe for, take, purchase, or otherwise acquire, hold, sell, deal with and dispose of, place and underwrite shares, stocks, debentures, debenture stocks, bonds, obligations or securities issued or guaranteed by any other company constituted or carrying on business in any part of the world, and debentures, debenture stocks, bonds, obligations or securities issued or guaranteed by any government or authority, municipal, local or otherwise, in any part of the world.
- (l) To control, manage, finance, subsidise, co-ordinate or otherwise assist any company or companies in which the Company has a direct or indirect financial interest, to provide secretarial, administrative, technical, commercial and other services and facilities of all kinds for any such company or companies and to make payments by way of subvention or otherwise and any other arrangements which may seem desirable with respect to any business or operations of or generally with respect to any such company or companies.
- (m) To promote any other company for the purpose of acquiring the whole or any part of the business or property or undertaking or any of the liabilities of the Company, or of undertaking any business or operations which may appear likely to assist or benefit the Company or to enhance the value of any property or business of the Company, and to place or guarantee the placing of, underwrite, subscribe for, or otherwise acquire all or any part of the shares or securities of any such company as aforesaid.
- (n) To sell or otherwise dispose of the whole or any part of the business or property of the Company, either together or in portions, for such consideration as the Company may think fit, and in particular for shares, debentures, or securities of any company purchasing the same.

- (o) To act as agents or brokers and as trustees for any person, firm or company, and to undertake and perform sub-contracts.
- (p) To remunerate any person, firm or company rendering services to the Company either by cash payment or by the allotment to him or them of shares or other securities of the Company credited as paid up in full or in part or otherwise as may be thought expedient.
- (q) To distribute among the Members of the Company in kind any property of the Company of whatever nature.
- (r) To pay all or any expenses incurred in connection with the promotion, formation and incorporation of the Company, or to contract with any person, firm or company to pay the same, and to pay commissions to brokers and others for underwriting, placing, selling, or guaranteeing the subscription of any shares or other securities of the Company.
- (s) To support and subscribe to any charitable or public object and to support and subscribe to any institution, society, or club which may be for the benefit of the Company or its Directors or employees, or may be connected with any town or place where the Company carries on business; to give or award pensions, annuities, gratuities, and superannuation or other allowances or benefits or charitable aid and generally to provide advantages, facilities and services for any persons who are or have been Directors of, or who are or have been employed by, or who are serving or have served the Company, or any company which is a subsidiary of the Company or the holding company of the Company or a fellow subsidiary of the Company or the predecessors in business of the Company or of any such subsidiary, holding or fellow subsidiary company and to the wives, widows, children and other relatives and dependants of such persons; to make payments towards insurance including insurance for any Director, officer or Auditor against any liability as is referred to in Section 310(1) of the Act; and to set up, establish, support and maintain superannuation and other funds or schemes (whether contributory or non-contributory) for the benefit of any of such persons and of their wives, widows, children and other relatives and dependants; and to set up, establish, support and maintain profit sharing or share purchase schemes for the benefit of any of the employees of the Company or of any such subsidiary, holding or fellow subsidiary company and to lend money to any such employees or to trustees on their behalf to enable any such purchase schemes to be established or maintained.

- (t) 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.
- (u) To procure the Company to be registered or recognised in any part of the world.
- (v) To do all or any of the things or matters aforesaid in any part of the world and either as principals, agents, contractors or otherwise, and by or through agents, brokers, sub-contractors or otherwise and either alone or in conjunction with others.
- (w) To do all such other things as may be deemed incidental or conducive to the attainment of the Company's object or of any of the powers given to it by the Act or by this Clause.

AND so that:-

- (1) None of the provisions set forth in any sub-clause of this Clause shall be restrictively construed but the widest interpretation shall be given to each such provision, and none of such provisions shall, except where the context expressly so requires, be in any way limited or restricted by reference to or inference from any other provision set forth in such sub-clause, or by reference to or inference from the terms of any other sub-clause of this Clause, or by reference to or inference from the name of the Company.
- (2) The word "Company" in this Clause, except where used in reference to the Company, shall be deemed to include any partnership or other body of persons, whether incorporated or unincorporated and whether domiciled in the United Kingdom or elsewhere.
- (3) In this Clause the expression "the Act" means the Companies Act 1985, but so that any reference in this Clause to any provision of the Act shall be deemed to include a reference to any statutory modification or re-enactment of that provision for the time being in force.
- (4) The liability of the Members is limited.
- (5) The Company's share capital is £100 divided into 100 shares of £1 each.

We, the subscriber to this Memorandum of Association, wish to be formed into a Company pursuant to this Memorandum and we agree to take the number of shares shown opposite our name.

NAME AND ADDRESS OF SUBSCRIBER	Number of Shares taken by Subscriber
Craegmoor Healthcare Company Limited "Hillcairnie" St Andrews Road Droitwich Worcestershire WR9 8EG <i>M.A. Stratford</i> MICHAEL ANTHONY STRATFORD DIRECTOR FOR AND ON BEHALF OF CRAEGMOOR HEALTHCARE COMPANY LIMITED	One
Total Shares taken	One

Dated the *SEVENTEENTH* day of August 1999

Witness to the above signature:- *RUTH MARY BORAN*

Ruth Mary Boran
FLAT 3, 46 CHISWICK LANE
CHISWICK W4 2JQ

Company Number:

THE COMPANIES ACTS 1985 TO 1989

PRIVATE COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

of

CRAEGMOOR HOMES LIMITED

("the Company")

PRELIMINARY

1. In these articles "Table A" means Table A in the Schedule to the Companies (Tables A to F) Regulations 1985 and "the Act" means the Companies Act 1985 including any statutory modification or re-enactment thereof for the time being in force and "the Parent" means the corporation (if any) which is the holder of a majority in nominal value of such of the issued share capital for the time being of the Company as carries the right to vote at general meetings of the Company.
2. The regulations contained in Table A shall apply to the Company save insofar as they are excluded or modified by or inconsistent with the articles hereinafter contained and such regulations and articles shall be the articles of the Company. References herein to "Regulations" are to regulations of Table A.
3. Regulations 3, 24-26 inclusive, 40-41 inclusive, 53, 65-67 inclusive, 73-81 inclusive, 89, 90, 118 and the last sentence of Regulation 84 shall not apply.

SHARE CAPITAL

4. The share capital of the Company is £100 divided into 100 shares of £1 each.

5. The directors shall have unconditional authority to allot, grant options over, offer or otherwise deal with or dispose of any shares of the Company to such persons at such time and generally on such terms and conditions and carrying such rights or being subject to such restrictions as the directors may determine.
6. The authority hereby conferred shall, subject to Section 80(7) of the Act, be for a period of five years from the date of adoption of these Articles unless renewed, varied or revoked by the Company in general meeting, and the maximum amount of relevant securities which may be allotted pursuant to such authority shall be the authorised but as yet unissued share capital of the Company at the date of adoption of these Articles, or where the authority is renewed, at the date of renewal.
7. The directors shall be entitled under the authority conferred by Article 5 or under any renewal thereof to make at any time prior to the expiry of such authority any offer or agreement which would or might require shares to be allotted after the expiry of such authority.
8. The pre-emption provisions of sub-section (1) of Section 89 of the Act and the provisions of sub-sections (1) to (6) inclusive of Section 90 of the Act shall not apply to the Company.
9. Subject to the provisions of the Act the Company may issue shares which are to be redeemed, or are liable to be redeemed at the option of the Company or the holder on such terms and in such manner as the Company, before the issue of the shares, by special resolution shall determine.

TRANSFER OF SHARES

10. The directors shall register the transfer by the Parent of any share in the Company and, if directed by the Parent, the transfer by any other person of any share in the Company, but the directors shall not register a transfer in any other circumstances.

NOTICE OF GENERAL MEETINGS

11. In every notice calling a general meeting of the Company there shall appear with reasonable prominence a statement that a member entitled to attend and vote is entitled to appoint one or more proxies to attend and vote instead of him and that a proxy need not also be a member. All notices and other communications relating to a general meeting which any member is entitled to receive shall also be sent to the auditors of the Company for the time being, but shall not also be sent to the directors of the Company in their capacity as such. Regulation 38 shall be modified accordingly.

PROCEEDINGS AT GENERAL MEETINGS

12. No business shall be transacted at any meeting unless a quorum is present. Two persons entitled to vote upon the business to be transacted, each being a member or a proxy for a member or a duly authorised representative of a corporation, shall be a quorum.
13. The instrument appointing a proxy and any authority under which it is executed or a copy of such authority certified notarially or in some other way approved by the directors may be handed to the chairman immediately before the meeting and Regulation 62 shall be modified accordingly.
14. If and for so long as the Company has only one member, that member present in person or by proxy or if that member is a corporation by a duly authorised representative shall be a quorum.
15. If and for so long as the Company has only one member and that member takes any decision which is required to be taken in general meeting or by means of a written resolution, that decision shall be as valid and effectual as if agreed by the Company in general meeting save that this Article shall not apply to resolutions passed pursuant to Sections 303 and 391 of the Act.

16. Any decision taken by a sole member pursuant to Article 15 above shall be recorded in writing and delivered by that member to the Company for entry in the Company's minute book.

NUMBER OF DIRECTORS

17. Unless otherwise determined by ordinary resolution of the Company, the number of directors (other than alternate directors) shall not be subject to any maximum and the minimum number of directors shall be two.

ALTERNATE DIRECTORS

18. Any director (other than an alternate director) may appoint any other director or any other person approved by the Parent and willing to act to be an alternate director and may remove from office an alternate director so appointed by him. An alternate director may represent one or more directors. An alternate director shall forthwith cease to be an alternate director if his appointor ceases for any reason to be a director.

19. An alternate director shall be entitled:-

- (a) to receive notice of all meetings of directors and of all committees of directors of which his appointor is a member and to attend any such meeting;
- (b) to one vote for every director whom he represents who is not personally present in addition to his own vote (if any) as a director at any meeting of the directors or of any committee of directors; and
- (c) to sign a resolution in writing of the directors on behalf of every director whom he represents as well as on his own account if he himself is a director.

An alternate director shall not if he is absent from the United Kingdom be entitled to receive notices of meetings of directors or of committees of which

his appointor is a member. At such meetings an alternate director shall count as only one for the purposes of determining whether a quorum is present.

20. An alternate director shall be entitled generally to perform all the functions of his appointor as a director in his absence but shall not as an alternate director be entitled to receive any remuneration from the Company, save that he may be paid by the Company that part (if any) of the remuneration otherwise payable to his appointor as his appointor may by notice in writing to the Company from time to time direct.
21. Any appointment or removal of an alternate director shall be by notice to the Company signed by the director making or revoking the appointment or in any other manner approved by the directors.

DELEGATION OF DIRECTORS' POWERS

22. The directors may delegate any of their powers to committees consisting of one or more directors or other persons approved by the Parent. References in these articles to a committee of directors or to a director as a member of such a committee shall include a committee or person referred to in this Article. Regulation 72 shall be modified accordingly.

APPOINTMENT AND REMOVAL OF DIRECTORS

23. The Parent may by memorandum in writing at any time and from time to time appoint any person who is willing to act as a director of the Company, either to fill a casual vacancy or as an additional director, or remove any director from office. Such memorandum must be signed by or on behalf of the Parent and delivered to the registered office or produced to a meeting of the directors. Such appointment or removal shall take effect forthwith upon delivery or production of the memorandum or at such later time (if any) specified in such memorandum.
24. A director appointed to fill a casual vacancy or as an additional director shall not be required to retire from office at the next annual general meeting.

DISQUALIFICATION OF DIRECTORS

25. The office of a director shall be vacated if he:-
- (a) ceases to be a director by virtue of any provision of the Act or becomes prohibited by law from being a director; or
 - (b) becomes bankrupt or makes any arrangement or composition with his creditors generally; or
 - (c) in the opinion of all the other directors becomes incapable by reason of mental disorder or illness or injury of discharging his duties as a director; or
 - (d) resigns his office by notice to the Company; or
 - (e) shall for more than six consecutive months have been absent without permission of the directors from meetings of the directors held during that period and the directors resolve that his office be vacated.

PROCEEDINGS OF DIRECTORS

26. The quorum for the transaction of the business of the directors may be fixed by the directors and unless so fixed at any higher number shall be two. A person who holds office only as an alternate director shall, if his appointor is not present, be counted in the quorum.
27. A director absent or intending to be absent from the United Kingdom may request the directors during his absence to send notice of meetings of the directors to him at such address within the United Kingdom as he may give to the Company for this purpose, but in the absence of such a request it shall not be necessary to give notice of a meeting to a director who is absent from the United Kingdom. Regulation 88 shall be modified accordingly.
28. Any director (including an alternate director) may participate in a meeting of the directors or a committee of the directors of which he is a member by

means of a conference telephone or similar communicating equipment whereby all persons participating in the meeting can hear each other. A person so participating shall be deemed to be present in person at such meeting and shall be entitled to vote or be counted in a quorum accordingly. Such a meeting shall be deemed to take place where the largest group of those participating is assembled, or, if there is no such group, where the chairman of the meeting then is.

29. The continuing directors or a sole continuing director may act notwithstanding any vacancies in their number, but, if the number of directors is less than the number fixed as the quorum, the continuing directors or director may act only for the purpose of calling a general meeting.

INSURANCE AND INDEMNITY

30. The Company shall with the written consent of the Parent be entitled to purchase and maintain insurance for any officer or auditor of the Company against any liability attaching to such persons in respect of any negligence, default, breach of duty or breach of trust of which he may be guilty in relation to the Company.
31. Subject to the provisions of the Act, the Company may with the written consent of the Parent indemnify every director, auditor or other officer of the Company against all costs, charges, losses, expenses, damages and liabilities incurred by him in or about the execution of his duties or the exercise of his powers or otherwise in relation thereto including, without prejudice to the generality of the foregoing, any liability incurred defending any proceedings, whether civil or criminal, which relate to anything done or omitted or alleged to have been done or omitted by him as an officer or employee of the Company in which judgment is given in his favour or in which he is acquitted, or which are otherwise disposed of without any finding or admission of material breach of duty on his part or in connection with any application in which relief is granted to him by the court from liability for negligence,

default, breach of duty or breach of trust in relation to the affairs of the Company.

NAME AND ADDRESS OF SUBSCRIBER
Craegmoor Healthcare Company Limited "Hillcairn" St Andrews Road Droitwich Worcestershire WR9 8EG <i>M.A. Slatford</i> MICHAEL ANTHONY SLATFORD DIRECTOR FOR AND ON BEHALF OF CRAEGMOOR HEALTHCARE COMPANY LIMITED

Dated the *seventeenth* day of August 1999

Witness to the above signature:- *RUTH MARY BORAN*

Ruth Mary Boran
FLAT 3, 46 CHISWICK LANE
CHISWICK W4 2JQ

MICHAEL ANTHONY STRATFORD

LIST OF DIRECTORSHIPS

Current

Craegmoor Healthcare Company Limited
London Parkcare Limited
Parkcare Homes Limited
Southbank Private Nursing Home Limited
Ty-Craig Nursing Home Limited
Yorkshire Parkcare Company Limited
Comfort Services Limited
Boughton Manor Nursing Homes Limited
Southern Counties Care Limited
Yorkshire Care Homes Limited
Ferguson Care Limited
Craegmoor Finance PLC
Health & Care Services (UK) Limited
Concept Care Limited
Health & Care Services Humbs. Limited
Health & Care Services Yorks. Limited
Health & Care Services (NW) Limited
Specialised Courses Offering Purposeful Education Limited
Speciality Care (UK Lease Homes) Limited
Speciality Care (Rest Homes) Limited
Speciality Care (Reit Homes) Limited
Innova Health Care Limited
Speciality Care (Addison Court) Limited
Speciality Care (Medicare) Limited
Speciality Equestrian Centre Limited
Speciality Care (Rehab) Limited
Speciality Care (Cedar Grove) Limited
Speciality Care (Learning Disabilities) Limited
Irvine Care Limited
Speciality Healthcare Limited
Speciality Care (Rest Care) Limited
Speciality Care (Care Homes) Limited
Speciality Care (EMI) plc
Speciality Care Limited
Alphabet Childrens Services Limited
Alphabet Childrens (Fostering) Services Limited
Craegmoor Healthcare Limited
Craegmoor Holdings Limited

FRANK RICHARDSON

LIST OF DIRECTORSHIPS

Current

Craegmoor Finance plc
Craegmoor Healthcare Company Limited

Previous

R.A.C. Commercial Limited (Resigned 28/02/96)
Bescot Leasing Limited (Resigned 28/02/96)
R.A.C. Communications Limited (Resigned 28/02/96)
R.A.C. Member Benefits Direct Limited (Resigned 28/02/96)
Motorway Rescue Services Limited (Resigned 28/02/96)
R.A.C. Motoring Services Limited (Resigned 28/02/96)
RAC Commercial Assistance Limited (Resigned 28/02/96)
New Driving Initiatives Limited (Resigned 19/06/98)