

Company Number: 3966451

THE COMPANIES ACT 1985
(as amended by the Companies Act 1989)

COMPANY LIMITED BY SHARES

WRITTEN RESOLUTIONS

OF



AFFINITY HEALTHCARE LIMITED ("the Company")

We, being all the members entitled to attend and vote at general meetings of the Company, hereby resolve and agree that the following Resolutions (which would otherwise be required to be passed as Special Resolutions are hereby passed as Written Resolutions pursuant to Section 381A Companies Act 1985).

WRITTEN RESOLUTIONS

- 1 THAT the provisions of the memorandum of association of the Company with respect to its objects be and they are altered as follows (with the other clauses being renumbered accordingly):
 - 1.1 by inserting the following new sub-clause as sub-clause (u) of Clause 3:

“(u) To guarantee, indemnify or otherwise support or secure, either with or without the Company receiving any consideration or advantage and whether by personal covenant or by mortgaging or charging all or any part of the undertaking, property, assets, rights and revenues (present and future) and uncalled capital of the Company, or by both such methods or by any other means whatever, the discharge and performance respectively of the liabilities

and obligations of and the repayment or payment of any moneys whatever by any person, firm or company, including (but not limited to):

- (i) the discharge and performance respectively of any liabilities and obligations whatever of, and the repayment or payment of any moneys whatever by, any company which is for the time being or is likely to become the Company's holding company or a subsidiary of the Company or another subsidiary of the Company's holding company (the terms "holding company" and "subsidiary" having the meanings given to them by Section 736 of the Companies Act 1985) or otherwise associated with the Company in business; and
- (ii) the discharge and performance respectively of any liabilities and obligations incurred in connection with or for the purpose of the acquisition of shares in the Company or in any company which is for the time being the Company's holding company in so far as the giving of any such guarantee or other support or security is not prohibited by law; and
- (iii) the repayment or payment of the principal amounts of, and premiums, interest and dividends on, any borrowings and securities."

1.2 by inserting the following new sub-clause (v) of Clause 3:

"To the extent that the same is permitted by law to give financial assistance for the purpose of the acquisition of shares in the Company or in the Company's holding company (as those terms are defined by Section 736 of the Companies Act 1985) for the time being and for the purpose of such an acquisition and to give such assistance by means of a gift, loan or guarantee, indemnity, the provision of security or otherwise howsoever permitted by law."

2 THAT the regulations contained in the printed document attached hereto be approved and adopted as the Company's articles of association in substitution for and to the exclusion of all the Company's existing articles of association.

Signed: 

for and on behalf of **HEALTHCARE ENGLAND LIMITED**

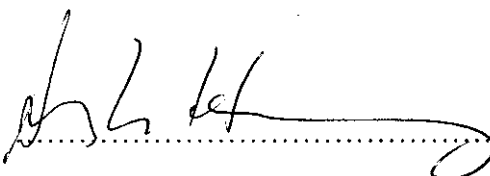
Print Name:

Date of Signature: 23 December 2004

Signed: 

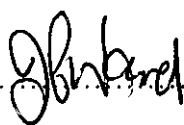
Print Name: **PHILIP BATCHELOR**

Date of Signature: 23 December 2004

Signed: 

Print Name: **STEPHEN HEMSLEY**

Date of Signature: 23 December 2004

Signed: 

Print Name: **JOHN P WARD**

Date of Signature: 23 December 2004