

**The Companies Act 2006
COMPANY LIMITED BY SHARES**

WRITTEN RESOLUTION

of

BLUE GROUP INTERNATIONAL HOLDINGS LIMITED

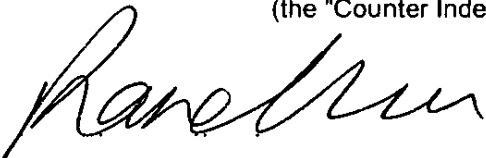
(the "Company")

PASSED ON 17 AUGUST 2010

We, the undersigned, being the sole member for the time being of the above-named Company entitled to receive notice of and to attend and vote at General Meetings **HEREBY PASS** the following special resolution as a Written Resolution and agree that the said resolution shall, pursuant to Chapter 2 of Part 13 of the Companies Act 2006 (the "Act") for all purposes be as valid and effective as if the same had been passed as a special resolution at a General Meeting of the Company duly convened and held

SPECIAL RESOLUTION

- 1 That the Articles of Association of the Company be altered so that the lien set out in article 12 4, shall not apply to shares held by a bank, institution or other person which has been granted a security interest in respect of such shares, or to any nominee of such a bank, institution or other person (or a person acting as agent or security trustee for such person) (the "Secured Institution")
- 2 That the entry into and execution of the following finance documents be and are hereby approved
 - 2 1 a debenture executed by, amongst others, the company in favour of Lloyds TSB Bank plc (the "Lender") (the "Debenture"),
 - 2 2 an agreement relating to the guarantee and indemnity granted by the Original Charging Companies (as listed in Schedule 1 of the facility agreement between (1) Healthcare Locums Plc and (2) the Lender) (including the Company) in favour of the Lender (the "Omnibus Guarantee and Set-Off Agreement"),
 - 2 3 a deed of priority between (1) Lloyds TSB Commercial Finance Limited, (2) the Lender and (3) the Company and others (the "Deed of Priority"), and
 - 2 2 a counter indemnity agreement in relation to an indemnity given by the Lender to Barclays Bank PLC between (1) the Company and others and (2) the Lender (the "Counter Indemnity Agreement")


Signed for and on behalf of
Healthcare Locums Plc

DIANE JARVIS

Print name

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14/12/2010

COMPANIES HOUSE

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1 NOTES

- 1 If you agree with the Resolution, please indicate your agreement by signing and dating this document where indicated above and returning it to the Company. If returning this document by hand or post, please send it to the registered office of the Company marked "For the attention of the Company Secretary"

If you do not agree with the Resolution you do not need to do anything. You will not be deemed to agree if you fail to reply.

- 2 Once you have indicated your agreement to the Resolution, you may not revoke your agreement.

- 3 Unless sufficient agreement for the Resolution to be passed has been received by the date 28 days after the circulation date, it will lapse. If you agree to the Resolution, please ensure that your agreement reaches us before or during this date.

- 4 If you are signing this document on behalf of a person under a power of attorney or other authority, please send a copy of the relevant power of attorney or authority when returning this document.

- 5 A copy of this Resolution was sent to the Company's auditors on the circulation date pursuant to section 502(1) of the Companies Act 2006.