

No. 04954960

THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION

of

WELLCARE GROUP LIMITED
(the "Company")



(Passed 17 February 2004)

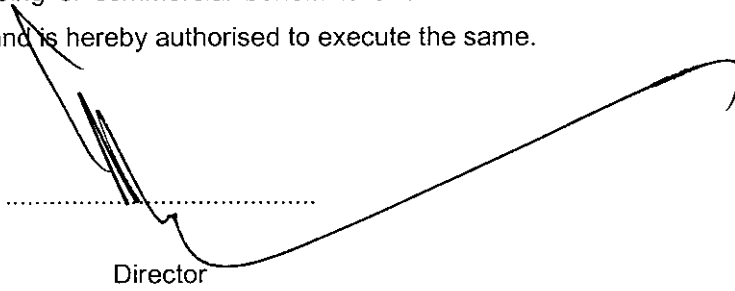
In accordance with section 381A Companies Act 1985 the following Resolution 1 as a Special Resolution was agreed to and were duly passed on 17 February 2004:

SPECIAL RESOLUTION

- 1 **THAT** the Scottish-law pledge and associated completed stock transfer form for nil consideration over, and in respect of, the ordinary share capital owned by the Company in EUROPEAN WELLCARE (DUMFRIES) LIMITED (incorporated and registered with the Registrar of Companies at Companies House in England and Wales under company number 04954960) ("**EWDL**") in respect of all moneys and liabilities incurred to HEALTHCARE PROPERTIES (WELLCARE) LIMITED (incorporated and registered with the Registrar of Companies at Companies House in England and Wales under company number 04938303) whose registered office is at 56 Green Street, London, W1K 6RY ("**HW**") under or pursuant to the agreement proposed to be entered into immediately following execution of the asset purchase agreement (the "**APA**") proposed to be entered into between HW (1), EWDL (2) and the Company (3) comprising, *inter alia*: (a) the licence proposed to be entered into by HW with EWDL conditional upon execution of the APA whereby HW grants a licence for a maximum of 35 years of all of the business of care and/or residential nursing homes being carried on by WELLCARE NURSING HOMES (SCOTLAND) LIMITED, incorporated and registered with the Registrar of Companies at Companies House in England and Wales under company number SC186660 whose registered office is at 70 Rodney Street, Liverpool, L1 9AF at the feuhold property known as Allanbank Nursing Home, Title no. DMF4312 ("**Allanbank**") together with the benefit of certain contracts in respect of such businesses and certain assets used therein as at

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the date of the execution of the APA; (b) a lease of Allanbank; and (c) the SPA Assignment be and is hereby approved as being of commercial benefit to and in the best interests of the Company and any director be and is hereby authorised to execute the same.



Director