


HEALTHCARE PHARMACIES LIMITED (Company)

**Written Resolution pursuant to
the articles of association of the Company**

We, the undersigned, being the sole member of the Company for the time being entitled to receive notice of and to attend and vote at general meetings of the Company, hereby pass the following resolution as a special resolution of the Company pursuant to the articles of association of the Company and hereby agree that the said resolution shall for all purposes be as valid and effective as if passed as a special resolution at a general meeting of the Company duly convened and held.

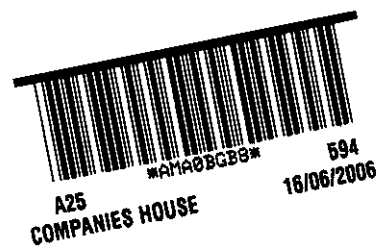
SPECIAL RESOLUTION

- 1 "That the provisions of the document details of which are set out in the appendix to this written resolution (**Documents**), which the Company is proposing to enter into be and are hereby approved a copy of such Document having been supplied to the sole member of the Company prior to the signing of this written resolution, (subject to such changes as the Company's directors, in their absolute discretion, think fit)."
- 2 "That, notwithstanding any provisions of the Company's memorandum and articles of association or any personal interest of any of the Company's directors, the Company's directors and/or secretary be and are hereby empowered, authorised and directed to execute and deliver the Document for the Company (in such manner and subject to such changes as they, in their absolute discretion, think fit)."


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for and on behalf of
MPF PHARMACIES LIMITED

Date: 30 MAY 2006.....



Appendix

The Documents

- 1 A supplemental deed to a debenture dated 21 July 2005 to be made between the Company and others as chargors and National Australia Bank Limited (ABN 12 004 044 937) as security trustee
- 2 A letter to be entered into between the Company as borrower and Clydesdale Bank Plc as overdraft lender pursuant to which a £5,000,000 overdraft facility would be made available