

HORIZON SENIOR LIVING HOLDINGS LTD (the "Company")

(COMPANY NUMBER 5608415)

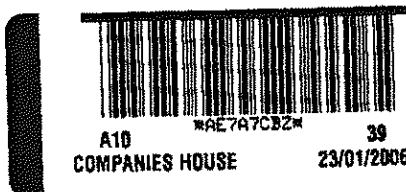
WRITTEN RESOLUTIONS OF THE SOLE MEMBER OF THE COMPANY

IN LIEU OF A GENERAL MEETING

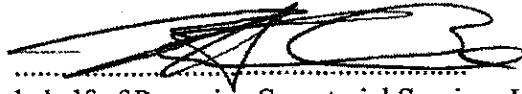
PASSED ON 19 JANUARY 2006

Peregrine Secretarial Services Limited, the sole member of the Company entitled to attend and vote at a general meeting hereby resolves:

1. **THAT** the regulations contained in the printed document annexed hereto and initialled for the purpose of identification be and the same are hereby approved and adopted as the Memorandum of Association of the Company in substitution for and to the exclusion of the existing Memorandum of Association of the Company.
2. **THAT** the regulations contained in the printed document annexed hereto and initialled for the purpose of identification be and the same are hereby approved and adopted as the Articles of Association of the Company in substitution for and to the exclusion of the existing Articles of Association of the Company.
3. **THAT** every share of £1 each in the Company be and is hereby sub-divided into 100 shares of 1p each.
4. **THAT** the 2 subscribers' shares in the Company be redesignated as 200 'A' ordinary shares of 1p each and the 98 authorised but unissued ordinary shares of £1 each be redesignated as 9,800 'A' ordinary shares of 1p each.
5. **THAT** the authorised share capital of the Company be increased from £100 to £3,000 by the creation of 215,000 'A' ordinary shares of 1p each and 75,000 'B' ordinary shares of 1p.
6. **THAT** pursuant to Section 80A(1), Companies Act 1985, the provisions of Section 80A of the said Act shall apply instead of the provisions of Sections 80(4) and 80(5) in relation to the giving, after the passing of this resolution, of an authority to allot shares.
7. **THAT** pursuant to the provisions of Section 252, Companies Act 1985, the Company dispenses with the laying of accounts and reports before the Company in general meeting.
8. **THAT** pursuant to the provisions of Section 366A, Companies Act 1985, the Company dispenses with the holding of annual general meetings.
9. **THAT** pursuant to the provisions of Section 386, Companies Act 1985, the Company dispenses with the obligation to appoint auditors annually.
10. **THAT** the sole Director, or at such time as the Company has more than one Director, the Directors, be hereby generally and unconditionally authorised in accordance with



Section 80 of the Companies Act 1985 to exercise all the powers of the Company to allot relevant securities (as defined in Section 80(2) of that Act) up to an aggregate nominal amount of £1,998 and that this authority shall be for an indefinite period.

A handwritten signature in black ink, consisting of several loops and a long horizontal stroke, positioned above a dotted line.

For and on behalf of Peregrine Secretarial Services Limited
(Authorised Signatory)