

Company Number SC067589

THE COMPANIES ACTS 1985 AND 1989

COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION

of

DUNBAR IMAGING LIMITED (the "Company")


We, the undersigned, being the sole member of the Company hereby pass the following resolution as a Written Resolution pursuant to Section 381A of the Companies Act 1985:

THAT

1. the issued share capital of the Company be reduced from £131,722 divided into 100,440 ordinary shares of £1 each and 31,282 cumulative convertible participating preferred ordinary shares of £1 each ("**Preferred Ordinary Shares**") to £1 constituted by 1 ordinary share of £1 by cancelling 100,439 ordinary shares and 31,282 Preferred Ordinary Shares in the capital of the Company registered in the name of Westminster Health Care Group Limited and repaying to the holder thereof the capital paid up or credited as paid up thereon;
2. each of the unissued shares in the capital of the Company, being 868,278 ordinary shares of £1 each, be hereby cancelled;
3. the amount standing to the credit of the share premium account of the Company is hereby reduced by £138,133.90 and the reserve arising be applied in paying an amount equal thereto to the holder of the ordinary share



DATE: 2/10/01


Signed
duly authorised by and on behalf of
Westminster Health Care Group Limited

WE CERTIFY THAT THIS IS
A TRUE COPY OF THE ORIGINAL
NABARRO NATHANSON
LACON HOUSE
84 THEOBALD'S ROAD
LONDON WC1X 8RW
DATED 2/10 2001

FILE: W1710/50
INDIV. REF: DHC
DEPT. REF: 64