

Company Number: SC 196089

THE COMPANIES ACT 1985
(as amended by the Companies Act 1989)

COMPANY LIMITED BY SHARES

WRITTEN RESOLUTIONS

OF




HEALTHCARE SCOTLAND LIMITED ("the Company")

We, being all the members entitled to attend and vote at general meetings of the Company, hereby resolve and agree that the following Resolutions (which would otherwise be required to be passed as Special Resolutions) are hereby passed as Written Resolutions pursuant to Section 381A Companies Act 1985.

WRITTEN RESOLUTIONS

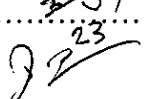
- 1 That the transaction relating the acquisition (directly and indirectly) of the whole of the issued share capital of Affinity Healthcare Limited by the sale and purchase of the whole of the issued share capital of the Company (the "Acquisition") be hereby approved.
- 2 That the draft share purchase agreement relating to the Acquisition proposed to be made between Derek Chappell and Ronald Russell (1) the AHL Sellers (as defined in the Agreement) (2) Ingleby (1620) Limited (3) and Ingleby (1640) Limited (4) (the "Agreement") be hereby approved.

- 3 That the sole director or any further directors of the Company to be appointed not withstanding his or their personal interest(s) in the Acquisition and/or the Agreement and the restriction in Article 17 of the Company's articles of association has or have authority to act on, vote on and count towards the quorum in relation to any matters relating to the Acquisition and/or the Agreement.

Signed: 

DEREK GUY CHAPPELL

Print Name: DEREK G. CHAPPELL

Date of Signature: 25/12/04


Signed: 

RONALD RUSSELL

Print Name: RONALD RUSSELL

Date of Signature: 23 December 2004