

Company Number: SC196089

COMPANY LIMITED BY SHARES

WRITTEN RESOLUTIONS

OF



HEALTHCARE SCOTLAND LIMITED ("the Company")

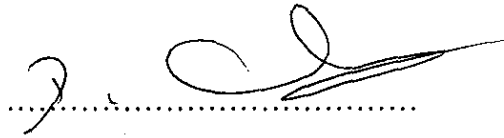
We, being all the members entitled to attend and vote at general meetings of the Company, hereby resolve and agree that the following Resolutions (which would otherwise be required to be passed as Special Resolutions are hereby passed as Written Resolutions pursuant to Section 381A Companies Act 1985).

WRITTEN RESOLUTIONS

- 1 THAT the provisions of the memorandum of association of the Company with respect to its objects be and they are altered as follows (with the other clauses being renumbered accordingly):
 - 1.1 by inserting the following new clause as III(24):

"To the extent that the same is permitted by law to give financial assistance for the purpose of the acquisition of shares in the Company or in the Company's holding company (as those terms are defined by Section 736 of the Companies Act 1985) for the time being and for the purpose of such an acquisition and to give such assistance by means of a gift, loan or guarantee, indemnity, the provision of security or otherwise howsoever permitted by law."
- 2 THAT the regulations contained in the printed document attached hereto be approved and adopted as the Company's articles of association in substitution for and to the exclusion of all the Company's existing articles of association.

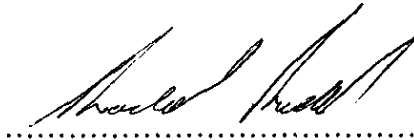
Signed:

.....

Print Name: **DEREK GUY CHAPPELL**

Date of Signature: ...*23 December 2004*.....

Signed:

.....

Print Name: **RONALD RUSSELL**

Date of Signature: ...*23 December 2004*.....

The Companies Acts 1985 - 1989

COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

of

HEALTHCARE SCOTLAND LIMITED

(Adopted by a Special Resolution passed on 23 December 2004)

Preliminary

1. (A) The Regulations contained or incorporated in Table A of the Companies (Tables A to F) Regulations 1985 and the Companies (Tables A to F) (Amendment) Regulations 1985 (“**Table A**”), other than Regulations 40 and 41, 73, 74, 75 to 76 inclusive, 78 to 80 inclusive, 87, 94 and 95 shall, subject to the modifications set out below, apply to the Company and together with the regulations set out below, shall constitute the Articles of Association of the Company.

- (B) In these Articles unless the context otherwise requires:

“**Act**” means the Companies Act 1985;

“**these Articles**” means these Articles of Association in their present form or as amended from time to time in accordance with the Act;

“**Member**” means a member of the Company;

“Secretary” means any person qualified in accordance with the Act and appointed by the directors to perform any of the duties of the Company Secretary including a joint, temporary or assistant secretary;

“shares” means shares of any class in the capital of the Company; and

other words and expressions which are defined in the Act or Table A have the same meanings when used in these Articles and reference to **“Regulations”** means the regulations contained in Table A.

(C) In Regulation 1 of Table A:

- (1) the words “and in the articles adopting them” shall be inserted after the word “regulations”;
- (2) the sentence “Any reference to any statutory provision shall be deemed to include a reference to each statutory amendment, modification, re-enactment and extension of that provision in force at the relevant time” shall be added at the end of that Regulation; and
- (3) **“execution”** includes both signature under hand and execution under seal. The Company may execute any documents required by the Regulations to be under seal in accordance with section 36A of the Act and the Regulations shall be modified accordingly.

(D) For the purposes of these Articles and the Act, where for any purpose an ordinary resolution of the Company is required a special or extraordinary resolution shall also be effective and where an extraordinary resolution is required a special resolution shall also be effective.

Private Company

2. The Company is a private company.

Share Capital

3. (A) The authorised share capital of the Company is £10,000 divided into 10,000,000 shares of £0.001 each;
- (B) For the purposes of section 80 of the Act and subject to the provisions of Article 4, the directors are unconditionally authorised by this Article at any time or times during the period of five years from the date of incorporation of the Company:
 - (1) to allot relevant securities of the Company (as defined in that section) up to the amount of the authorised but unissued share capital of the Company at the date of incorporation; and

- (2) to make at any time before the expiry of the above authority any offer or agreement which would or might require relevant securities to be allotted after the expiry of that authority,

but the authority given by this Article may, subject to the Act, be renewed, revoked or varied by the Company at any time during that period by ordinary resolution and unless so renewed, revoked or varied, that authority shall expire at the end of that period; and

- (C) All unissued shares or securities of the Company not comprising relevant securities shall be at the disposal of the directors who may allot, grant options over or otherwise dispose of them to such persons, at such times, and on such terms as they think fit.

Allotment of Shares

4. Without prejudice to any special rights previously conferred on the holders of any existing shares or class of shares, all shares shall be issued to the persons, on the terms and conditions and with the rights, priorities, privileges or restrictions in each case as provided in the resolution creating or issuing the relevant shares and/or effecting the relevant increase in the authorised share capital of the Company. In the absence of any such provision, all shares whether forming part of the existing or any increased capital shall be at the disposal of the directors who may issue them, subject to section 80 of the Act, to such persons at such times and generally on such terms and conditions and with such rights, priorities, privileges or restrictions as they may think fit. Accordingly, and in accordance with section 91 of the Act, sections 89(1) and 90(1) - (6) inclusive of the Act shall not apply to the Company.
5. No shares shall be issued to any infant, bankrupt or person suffering from mental disorder (as that expression is used in Regulation 81(c)).

Lien

6. The lien conferred by Regulation 8 shall extend also to fully paid shares and to all shares registered in the name of any person indebted or under liability to the Company, (whether solely or jointly with any other person and whether he shall be the sole registered holder of the relevant share or shall be one of several joint holders) and shall be a first and paramount lien for all monies and liabilities owed to the Company whether presently due and payable or not.

Forfeiture

7. The liability of any Member in default of payment of a call shall, if the directors so direct, also include any costs and expenses suffered or incurred by the Company in respect of that non-payment. Regulations 18 and 21 shall be amended accordingly.

Transmission of Shares

8. The directors may at any time give notice requiring any person entitled to a share by reason of the death or bankruptcy of the holder of that share to elect either to be registered himself in respect of the share or to transfer the share. If that notice is not complied with within 30 days of the date of that notice the directors may thereafter withhold payment of all dividends, bonuses or other monies payable in respect of the share until the requirements of that notice have been complied with. Regulation 31 shall be modified accordingly.

Transfer of Shares

- 9.
- (A) The directors may, in their absolute discretion and without giving any reason, refuse to register any transfer of any share whether or not it is a fully paid share. For the purposes of these Articles the expression “**transfer**” includes the renunciation of any allotment of shares or of any rights to subscribe for or receive an allotment of shares. The first sentence of Regulation 24 shall be modified accordingly.
- (B) Notwithstanding Article 9(A), any other provision of this Article 9 or any other provision of these Articles and any regulations contained in Table A (including without limitation, Regulation 24), any shares registered in the name of a shareholder or shareholders or any of the persons referred to in sub-paragraph (i) below in respect of which such shareholder or shareholders has granted a mortgage, charge, lien, pledge, hypothecation, trust power as or in effect as security for the payment of a monetary obligation or the observance of any other obligation (“Security Interest”) to any person, may be transferred to:
- (i) any person entitled to the benefit of that Security Interest (“Mortgagee”) or acting as agent, trustee or nominee for the Mortgagee; or
 - (ii) a person who purchases any such shares from such shareholder or shareholders or a Mortgagee or a receiver, administrative receiver, administrator or manager appointed in relation to such Security Interest or a person acting as agent, trustee or nominee for a Mortgagee as a result (in any such case) of the existence of a Mortgagee’s rights under a Security Interest,

and the Directors shall not be entitled to refuse to register such a transfer on receiving a request to register the transfer.

General Meetings

10. No business shall be transacted at any general meeting unless a quorum is present. Subject to Article 11:

- (A) Two persons entitled to vote on the business to be transacted each being a Member, or a proxy for a Member, or a duly authorised representative of a corporate Member, shall be a quorum; and
 - (B) If such a quorum is not present within half an hour from the time appointed for the meeting, or if during a meeting such a quorum ceases to be present, the meeting if convened on the requisition of Members shall be dissolved. In any other case, the meeting shall stand adjourned to the same day in the next week at the same time and place or to such time and place as the directors may determine. If at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting, the meeting shall be dissolved.
11. The following provisions of this Article apply if and so long as the Company has only a single Member:
- (A) That Member shall be entitled at any time to call a general meeting;
 - (B) The quorum at any such meeting shall be one person being the Member, or a proxy for the Member, or a duly authorised representative of a sole corporate Member;
 - (C) The provisions of Article 10 as to adjournment shall not apply and, if within half an hour from the time appointed for the meeting such a quorum is not present, or if during a meeting such a quorum ceases to be present, the meeting shall be dissolved and shall not be adjourned; and
 - (D) If the single Member takes any decision which may be taken by the Company in general meeting and which has effect as if agreed by the Company in general meeting, the single Member shall (unless the decision is taken by way of a written resolution) provide the Company with a written record of that decision (but failure to do so shall not affect the validity of the relevant decision).
12. Regulation 37 shall be modified by the deletion of its second sentence.
13. A resolution in writing in accordance with Regulation 53 shall be deemed to have been duly executed on behalf of a corporation if signed by one of its directors or its secretary. In the case of a share held by joint holders the signature of any one of them on behalf of all such joint holders shall be sufficient for the purposes of that Regulation. The directors shall cause a record of each resolution in writing, and of the signatures to it, to be entered in a book in the same way as minutes of proceedings of a general meeting of the Company and to be signed by a director or the Secretary.
14. At any general meeting of the Company, a poll may be demanded by one or more Members present in person or by proxy and having the right to vote at the meeting. Sub-paragraphs (b), (c) and (d) of Regulation 46 shall be modified accordingly.

Appointment and Removal of Directors

15. Unless otherwise determined by ordinary resolution the minimum number of directors shall be one and a sole director shall have and exercise all the powers, duties and discretions conferred on or vested in the directors by these Articles. Regulations 64 and 89 shall be modified accordingly.
16. The directors shall not be required to retire by rotation.
17. Subject as otherwise provided by these Articles, the Company may by ordinary resolution appoint a person who is willing to act to be a director either to fill a vacancy or as an additional director.
18. The directors may also appoint a person who is willing to act to be a director, either to fill a vacancy or as an additional director, provided that the appointment does not cause the number of directors to exceed any number fixed by or in accordance with these Articles as the maximum number of directors. A director so appointed shall not be subject to retirement or re-election at any Annual General Meeting.
19. In addition and without prejudice to the provisions of sections 303 and 304 of the Act, the Company may by extraordinary resolution remove any director before the expiry of his period of office and may, if thought fit, by ordinary resolution appoint another person in his place. Removal of a director in accordance with this Article shall be without prejudice to any claim that director may have for damages for breach of any contract between him and the Company.

Powers and Proceedings of Directors

20. Any director or member of a committee of the directors may participate in a meeting of the directors or that committee by means of conference telephone or similar communications equipment whereby all persons participating in the meeting can hear each other. Participation in a meeting in this manner shall be deemed to constitute presence in person at that meeting.
21. Subject to the Act, a director may vote at a meeting of directors or of a committee of directors (and may be counted in the quorum present at any such meeting) on any resolution concerning any matter in which he has, directly or indirectly, an interest which conflicts or may conflict with the interests of the Company provided that at or prior to that meeting he complies in respect of every such matter with the disclosure provisions of section 317 of the Act. Compliance with section 317 of the Act shall be sufficient disclosure by a director for the purpose of Regulations 85 and 86.
22. The directors may exercise all the powers of the Company conferred by the Memorandum to pay and/or provide pensions, annuities, gratuities, superannuation and other allowances, benefits, advantages, facilities and services both for persons who are or have been directors of, or who are or have been employed by, the Company or by any subsidiary or associated company of the Company and their dependants and relatives and the directors are entitled to

retain any benefits received by them or any of them by reason of the exercise of any such powers. Regulation 87 shall not apply to the Company.

23. The directors shall be entitled to such remuneration (if any) by way of fee as shall from time to time be determined by resolution of the directors and the directors (including alternate directors) shall also be entitled to be paid their reasonable travelling, hotel and other expenses of attending and returning from meetings of the Company or otherwise incurred while engaged on the business of the Company or in the discharge of their duties. Regulations 82, 83 and 84 shall be amended accordingly.
24. Any director who, by request of the directors, performs special services for any purpose of the Company which in the opinion of the directors is outside the normal scope of that director's duties shall receive such extra remuneration by way of salary, percentage of profits or otherwise as the directors may determine, which shall be charged as part of the Company's ordinary revenue expenses.

Borrowing Powers

25. The directors may exercise all the powers of the Company to borrow or raise money and to mortgage or charge its undertaking, property and/or uncalled capital or any part of any of them without limit and to issue debentures and other securities whether outright or as security (principal or collateral) for any debt liability or obligation of the Company or of any third party.

Alternate Directors

26. The following provisions apply to the Company by way of variation of Regulations 65 to 69 inclusive:
 - (A) The appointment of an alternate director shall automatically terminate on the happening of any event which, if he were a director, would cause him to vacate the office of director or if his appointor ceases for any reason to be a director otherwise than by retiring and being re-appointed at the same Meeting;
 - (B) The Company shall reimburse each alternate director for all expenses which would properly be repaid to him if he had been a director;
 - (C) An alternate director shall be entitled to be indemnified by the Company to the same extent as if he were a director; and
 - (B) A director or any other person may act as alternate director to represent more than one director. An alternate director shall be entitled at Meetings of the directors or any committee of the directors to one vote for every director whom he represents in addition to his own vote (if any) as a director. Regulation 88 shall be modified accordingly.

Rights of Holding Company

27. Whenever Ingleby (1640) Limited (Registered Number 05305312) (the “**Holding Company**”), or any 90% subsidiary of the Holding Company, shall be the holder of not less than 90% of the issued share capital of the Company conferring the right to attend and vote at all general meetings of the Company the following provisions shall apply and to the extent of any inconsistency between this Article and the other provisions of these Articles, this Article 27 shall prevail:
- (A) The Holding Company may at any time and from time to time appoint any person to be a director or remove from office any director howsoever appointed but so that in the case of a director holding an executive office his removal from office shall be deemed an act of the Company and shall have effect without prejudice to any claim for damages for breach of any contract between him and the company;
 - (B) No unissued shares or other securities shall be issued or agreed to be issued or put under option by the Company without the consent of the Holding Company; and
 - (C) Any or all powers of the directors (or any of them) shall be restricted in such respects and to such extent as the Holding Company may by notice to the Company from time to time prescribe.

Any such appointment, removal, consent or notice as referred to above shall be in writing served on the Company at its registered office and signed on behalf of the Holding Company by any two of its directors or by any one of its directors and its secretary or some other person duly authorised for the purpose.

Notices

28. Any notice to be given to or by any person for the purposes of these Articles shall be in writing except that a notice to a director need not be in writing.
29. In Regulation 112 the words “**first class**” shall be inserted before the words “**post in a prepaid envelope**”. The provisions of Regulation 112 as so varied shall (with only the necessary changes) apply also to written notices to directors.
30. Where a notice is sent by first class post, service of the notice shall be deemed to be effected by properly addressing, pre-paying and posting a letter containing the notice and to have been effected in the case of a notice of a meeting 24 hours after the letter containing the notice of meeting is posted. A notice sent by electronic communication shall be deemed to be given at the time it is transmitted to the person to whom it is addressed.