

Company No: 893588

THE COMPANIES ACT 1948

THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTIONS

of

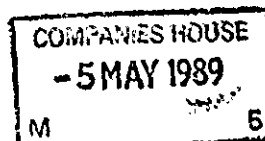
HELPAGE LIMITED

Passed on the 27 day of April 1989

At an Extraordinary General Meeting of the above-named Company duly convened and held at St. James's Walk. on 27 April 1989 the following Resolutions were duly passed as Special Resolutions of the Company:-

SPECIAL RESOLUTIONS

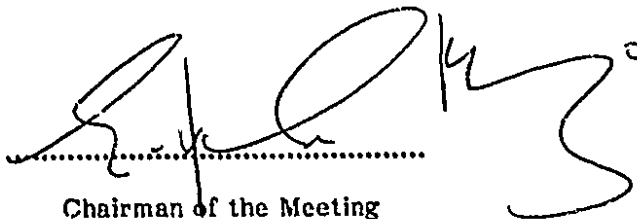
1. That the objects clause in the Company's Memorandum of Association be amended by :
 - (a) In clause 3(A)(i) inserting the words "dealers in any" before "other merchandise";
 - (b) Substituting the words "Help The Aged" for "Voluntary and Christian



Service" in clause 3(A)(iii) and renumbering it 3(A)(vi);

- (c) Inserting as a new clause 3(A)(iii) the sentence "To carry on the business of advertising agents and advertisers, printers, vendors of advertising space and newspaper publishers";
- (d) Inserting as clause 3(A)(iv) the sentence "To carry on the business of selling pre-arranged funeral plans, insurance, life assurance and mortgage brokers and agents, consultants and advisers, general and commission agents, financiers and company promoters";
- (e) Inserting as clause 3(A)(v) the sentence "To carry on the business of providing services to any firm, company, institution, authority or other person involved in or intending to be involved in extending, developing or improving housing, residential day or domiciliary care and/or education, recreation or the leisure facilities for any person".

2. That the regulations contained in the printed document submitted to this meeting marked "A" 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 Company's existing Articles of Association


Chairman of the Meeting