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SIGNED

DATE 19/12/97

THE COMPANIES ACTS 1948 TO 1993COMPANY LIMITED BY GUARANTEEAND NOT HAVING A SHARE CAPITAL

SPECIAL RESOLUTION OF ST EDMUND'S HOSPITAL & NURSING HOME, PASSED AT
A MEETING OF THE BOARD OF GOVERNORS ON 29TH NOVEMBER 1997.

At an Extraordinary General Meeting of the members of the said Company, duly convened, and held at St Edmund Hospital and Nursing Home, in the county of Suffolk, on the 29th day of November 1997, the following resolutions were duly passed as special resolutions:-

1. That the name of the Company be changed to St Edmund's Trust and that the Memorandum of Association be amended accordingly.
2. That the objects of the Company be amended so the paragraph 3 of the Memorandum of Association of the Company shall read as follows :-
3. The objects for which the Company is established are:-
 - (a) To provide financial assistance in the medical field to St Edmund Hospital or to such private hospital as might replace St Edmund Hospital in Bury St Edmund provided that such hospital shall have charitable status within the terms of the Charities Act 1993.
 - (b) To provide financial assistance to and to cooperate with any other charitable organizations in West Suffolk providing hospitals hospices clinics hostels homes social centres and other establishments for the treatment or care of sick or disabled persons.

In furtherance of the above objects but not further or otherwise the Trust shall have the following powers :-

- (i) To take any gift of property whether subject to any special trust or not for any one or more or the objects of the Trust.
- (ii) To purchase take lease or in exchange hire or otherwise acquire any real or personal property any rights or privileges necessary for the promotion of the objects of the Trust and to construct maintain and alter any buildings or erections necessary for the work of the Trust.
- (iii) To take such steps by personal or written appeals public meetings or otherwise as may from time to time be deemed expedient for the purpose of procuring contributions to the funds of the Trust in the shape of donations annual subscriptions or otherwise.
- (iv) To sell let mortgage dispose of or turn to account (subject to such consents as may be by

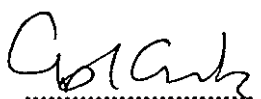
law required) all or any of the property or assets of the Trust as may be thought expedient with a view to the promotion of its objects.

- (v) To undertake and execute charitable trusts.
- (vi) To borrow or raise money for the purpose of the Trust on such terms and on such security as may be thought fit.
- (vii) To invest the moneys of the Trust not immediately required for its purpose in or upon such investments, securities or property as may be thought fit subject nevertheless to such conditions (if any) and consents (if any) as may for the time being be imposed or required by law and subject also as hereinafter provided.
- (viii) To establish and support or aid in the establishment and support of any charitable associations or institutions and to subscribe or guarantee money for charitable purposes calculated to further the objects of the Trust.
- (ix). To do all such other things as are necessary to the attainment of the objects of the Trust or any of them.

Provided that:-

- I) In case the Trust shall take or hold any property which may be subject to any trust the Trust shall only deal with or invest the same in such manner as allowed by law having regard to such trusts.
- ii) The objects of the Trust shall not be extended to the regulation of relations between employees and workers or organisations or employees and organisations of workers.
- iii) In case the Trust shall take or hold any property subject to the jurisdiction of the Charity Commissioners for England and Wales the Trust shall not sell, mortgage, charge or lease the same without such authority approval or consent as may be required by law and as regards any such property the Council of Management or Governing Body of the Trust shall be chargeable for any such property that may come into its hands and shall be answerable and accountable for its own acts, receipts, neglects and defaults and for the due administration of such property in the same manner and to the same extent as such Council of Management or Governing Body would have been if no incorporation had been effected and the incorporation of the Trust shall not diminish or impair any control or authority exercisable by the Chancery Division of the High Court of Justice or the Charity Commissioners over such Council of Management or Governing Body but it shall as regards any such property be subject jointly and separately to such control or authority as if the Trust were not incorporated.

3. There being no further business, the meeting was then adjourned.


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Secretary \ Trustee