

Company No: 1580744

THE COMPANIES ACTS 1985 and 1989

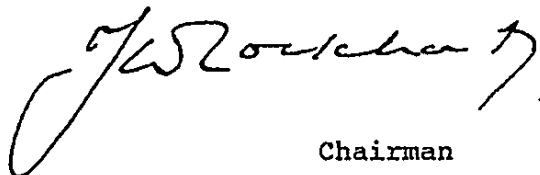
A PUBLIC COMPANY LIMITED BY SHARES

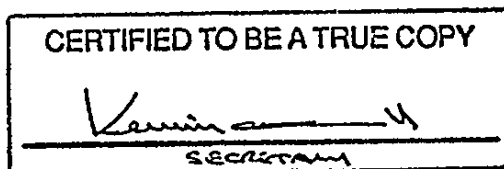
ORDINARY RESOLUTION
of
WESTMINSTER HEALTH CARE HOLDINGS PLC

At the Annual General Meeting of the Company duly convened and held at The Royal Automobile Club, Pall Mall, London SW1 on 18 September 1995, the following resolution was duly passed as an Ordinary Resolution:

ORDINARY RESOLUTION

THAT the authorised share capital of the Company be, and it is hereby increased from £13,000,000 to £26,000,000 by the creation of an additional 65,000,000 ordinary shares of 20p each in the Company.


Chairman



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THE COMPANIES ACTS 1985 and 1989

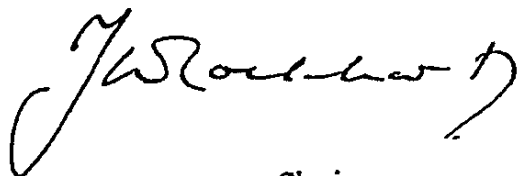
A PUBLIC COMPANY LIMITED BY SHARES

ORDINARY RESOLUTION
of
WESTMINSTER HEALTH CARE HOLDINGS PLC

At the Annual General Meeting of the Company duly convened and held at The Royal Automobile Club, Pall Mall, London SW1 on 18 September 1995, the following resolution was duly passed as an Ordinary Resolution:


ORDINARY RESOLUTION

THAT, the Directors be and they are hereby generally and unconditionally authorised pursuant to section 80 of the Companies Act 1985 (the "Act") to exercise all the powers of the Company to allot relevant securities (within the meaning of that section) up to an aggregate nominal amount of £4,475,970 for a period expiring (unless previously renewed, varied or revoked by the Company in general meeting) at the conclusion of the next Annual General Meeting of the Company following the passing of this Resolution save that the Company may before such expires make an offer or agreement which would or might require relevant securities to be allotted after expiry of this authority and the Directors may allot relevant securities in pursuance of that offer or agreement, as if the power conferred hereby had not expired.



Chairman

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SECRETARY



Company No: 1580744

THE COMPANIES ACTS 1985 and 1989

A PUBLIC COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION
of
WESTMINSTER HEALTH CARE HOLDINGS PLC

At the Annual General Meeting of the Company duly convened and held at The Royal Automobile Club, Pall Mall, London SW1 on 18 September 1995, the following resolution was duly passed as a Special Resolution:

THAT, subject to the passing of Resolution 7, the Directors be and they are hereby generally empowered pursuant to section 95 of the Act to allot equity securities (within the meaning of section 94(2) of the Act) pursuant to the authority conferred by Resolution 7 as if section 89(1) of the Act did not apply to the allotment. This power:

- (A) expires at the conclusion of the next Annual General Meeting of the Company following the passing of this Resolution, save that the Company may before such expiry make an offer or agreement which would or might require equity securities to be allotted after expiry of this authority and the Directors may allot equity securities in pursuance of that offer or agreement as if the power conferred had not expired; and
- (B) is limited to:
 - (i) allotments of equity securities in connection with an issue or offer by way of rights in favour of Ordinary shareholders where the equity securities respectively attributable to the interests of all Ordinary shareholders on a fixed record date are proportionate (as nearly as may be) to their existing holdings of Ordinary shares but subject to the Directors having a right to make such exclusions or other arrangements in connection with the offering as they deem necessary or expedient:
 - (a) to deal with equity securities representing fractional entitlements; and
 - (b) to deal with legal or practical problems under the laws of or the requirements of any recognised regulatory body or any stock exchange in, any territory: and



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Kennedy - 4
SECRETARY