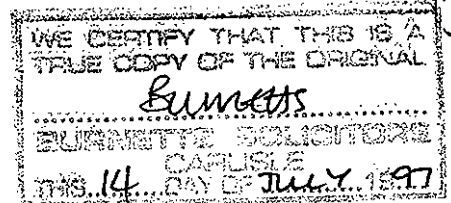


COMPANY NO. 1775075



THE COMPANIES ACTS 1985 TO 1989

PRIVATE COMPANY LIMITED BY SHARES

SPECIAL RESOLUTIONS OF PENRITH HEALTH CENTRE  
(PD) CONSORTIUM LIMITED

At an Extraordinary General Meeting of the members of the Company duly convened and held at Joseph Cowper Limited, 50 King Street, Penrith, Cumbria on the 9<sup>th</sup> day of July 1997 the following Special Resolutions were duly passed.

1. That Article 12(5) of the Company's Articles of Association be amended to read as follows:

"If he (or the company, partnership, or individual for whom he acts as nominee Director) ceases to be eligible to be a Member of the Company in accordance with the provisions of Article 3(C) hereof or sells his entire shareholding in the Company."

2. That Article 13(1) of the Company's Articles of Association be amended to read as follows:

"Two Directors or their alternates must be present at a meeting of Directors in order to form a quorum."

.....  
  
Chairman

