

## London Parkcare Limited

Company Number 1825148 ("the Company")

### Written resolution effected under s.381A Companies Act 1985

Craegmoor Healthcare Company Limited of "Hillcairn", St Andrew's Road, Droitwich, Worcestershire WR9 8DJ being the Company's sole member, entitled to attend and vote at meetings of the Company, hereby passes the following as **SPECIAL RESOLUTIONS** in accordance with s.381A Companies Act 1985.

1 THAT the authorised share capital of the Company be altered by the conversion of the two ordinary shares which were registered in the names of David Clark and Catherine Anderson on 15 June 1984 into two "A" Shares, such shares to have the rights set out in the Articles of Association of the Company as amended by resolutions 2 and 3 below.

2 THAT the memorandum of association of the Company be hereby amended as follows:

The first sentence of Article 5 be deleted in its entirety and replaced in substitution therefore by the following:

*"The Company's share capital is £5,000 divided into 4,998 Ordinary Shares of £1 each and 2 "A" Shares of £1 each."*

3 THAT the articles of association of the Company be hereby amended as follows:

That articles 5 to 28 inclusive be renumbered Articles 6 to 29 and the following new article 5 be included:

**" "A" SHARES**

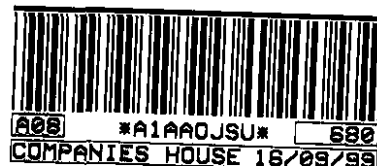
*The special rights and restrictions attaching to the A Shares shall be as follows:*

(i) Income

*The A Shares shall not entitle the holders thereof to receive any dividend or other distribution.*

(ii) Capital

*On a return of capital on a winding up or capital reduction the holders of A Shares shall be entitled to receive the amount paid*



up on such shares but shall have no other right to participate in the assets of the Company.

(iii) Voting

*The A Shares shall not entitle holders thereof to receive notice of or to attend or vote at any general meeting of the Company.*

(iv) Transfer and cancellation

*The Company shall be authorised at any time:*

- (A) *to purchase the A Shares from the then holders of the A Shares (or, in the event that there are no holders of the A Shares at the time of the purchase, from the last registered holders of the A Shares with the effect that such a sale will bind any person who later should make any claim to be the holder of the A Shares) and/or to appoint any person to execute on behalf of the holders (or last holders) any transfer or contract for the sale thereof (and/or any agreement to transfer the same) to the Company (or to any such persons as the Company may determine) and in any such case, in the Directors sole discretion, without making any payment to the holders of the A Shares in question;*
- (B) *to cancel all or any of the A Shares in accordance with the Companies Act 1985 without making any payment therefor or obtaining the consent of the holders thereof; and*
- (C) *pending any such cancellation, to retain the certificates for all or any of the A Shares*

(v) Modification of rights

*None of:*

- (A) *the passing by the Company of any resolution for the cancellation of the A Shares for no consideration by means of a reduction of capital; or*
- (B) *the purchase by the Company in accordance with the Companies Act 1985 of any of its own shares or other securities (or the passing of a resolution to permit any such purchase) or the reduction of the share premium account of the Company*

*shall constitute an alteration or abrogation of any of the rights or privileges attaching to the A Shares."*

Dated the 7th day of SEPTEMBER 1999

Signed: .....  
for and on behalf of Craegmoor Healthcare Company Limited