

THE COMPANIES ACTS 1985 AND 1989

COMPANY NUMBER: 1903989

WRITTEN RESOLUTIONS OF GOLDSBOROUGH HOMECARE & NURSING
SERVICES LIMITED

We, the undersigned, being all the Members for the time being of the above-named Company entitled to receive notice of and to attend and vote at General Meetings HEREBY PASS the following first Resolution as a Special Resolution and the second Resolution as an Elective Resolution and agree that the said Resolutions pursuant to Section 381A of the Companies Act 1985 (as amended) shall for all purposes be as valid and effective as if the same had been passed at a General Meeting of the Company duly convened and held.

RESOLUTIONS

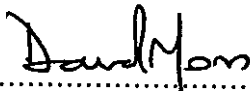
1 Adoption of new Articles of Association

"THAT the regulations contained in the document marked "A" produced to the meeting and signed by the Chairman thereof for the purposes of identification be and the same are hereby adopted as the Articles of Association of the Company in substitution for, and to the entire exclusion of, the existing Articles of Association of the Company."

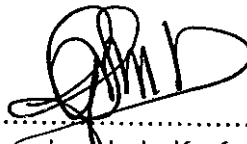
2. Automatic re-appointment of auditors

"THAT the Company elects to dispense with the obligation to appoint auditors annually pursuant to Section 386 of the Companies Act 1985 as amended by the Companies Act 1989."

FOR INFORMATION ONLY
- THIS RESOLUTION PROCESSED SEPARATELY -



For and on behalf of
Goldsborough Limited



For and on behalf of
Goldsborough Limited & G. Smith

Dated this 29th day of October 1997

