

THE COMPANIES ACTS 1948 TO 1980

Declaration of compliance with the requirements on application for registration of a company

41a

Please do not write in this binding margin



Please complete legibly, preferably in black type, or bold block lettering

*Insert full name of Company

Pursuant to section 3(5) of the Companies Act 1980

For official use

Company number

1111

1903989

Name of Company/

RINDLEFORD LIMITED

I, WENDY ANN MADAGAN

of 350 LOWER ADDISCOMBE ROAD

CROYDON

SURREY

do solemnly and sincerely declare that I am† A PERSON NAMED IN THE STATEMENT

DELIVERED UNDER SECTION 21 OF THE COMPANIES ACT, 1976 AS DIRECTOR

of *RINDLEFORD LIMITED

†Please indicate whether you are a Solicitor of the Supreme Court (or in Scotland 'a Solicitor') engaged in the formation of the company, or a person named as director or secretary of the company in the statement delivered under section 21 of the Companies Act 1976

and that all the requirements of the Companies Acts 1948 to 1980 in respect of the registration of the said company and of matters precedent and incidental thereto have been complied with. And I make this solemn Declaration conscientiously believing the same to be true and by virtue of the provisions of the Statutory Declarations Act 1835

Declared at

96/98 Brighton Road
Croydon, Surrey

Signature of Declarant

the

Twenty eighth day of February

One thousand nine hundred and

eighty nine

before me

F J Wilkin

A Commissioner for Oaths or Notary Public or Justice of the Peace or Solicitor having the powers conferred on a Commissioner for Oaths

Presentor's name, address and reference (if any):

W. E. MADAGAN & CO
Gilda House
350 Lower Addiscombe Road
Croydon, Surrey CR0 7AF
TEL. (01) 656 8532. TLX. 23797

For official use

New companies section

Post room

THE COMPANIES ACTS 1948 to 1981

COMPANY LIMITED BY SHARES



Memorandum of Association

OF

RINDLEFORD LIMITED ✓

1. The name of the Company is RINDLEFORD LIMITED ✓
2. The Registered Office of the Company will be situate in England. ✓
3. The Objects for which the Company is established are:-

(A) (1) To carry on the business or businesses of general merchants, exporters, importers, manufacturers, factors, hirers, mail order dealers, brokers and dealers both wholesale and retail in all articles of commercial, industrial, scientific, surgical, manufacturing, personal and household use and consumption, ornament, recreation and amusement.

(2) To undertake and execute agency or commission work of all kinds and to act generally as agents, factors and brokers for the sale or purchase of goods and the provision of services and travel.

(3) To carry on all or any of the following businesses: proprietors, of shops, warehouses, workshops and factories of all kinds, hotels, cafes, restaurants, houses, launderettes, flats, furnished and unfurnished rooms, holiday camps and chalets; wine and spirit merchants, licensed victuallers, bankers, financial agents and brokers, insurance agents and brokers, builders, decorators, contractors, carpenters, joiners, civil, mechanical, heating, electrical, motor and general engineers, film and record producers, theatrical agents, chemists, grocers, greengrocers, tobacconists, confectioners, printers, stationers, garage proprietors, caravan dealers, funeral directors and undertakers, bookmakers, caterers, consultants, estate agents, hairdressers, photographers, security contractors, and detective agents, confirmers and shipping agents.

(4) To carry on business as repairers and cleaners of any articles of commercial, manufacturing, personal and household use.

(B) To carry on any other business or trade which in the opinion of the Directors of the Company may be conveniently carried on in connection with or as ancillary to any of the above businesses or be calculated directly or indirectly to enhance the value of or render profitable any of the property of the Company or to further any of its objects.

(C) To purchase, take on lease or in exchange, hire or otherwise acquire and hold for any interest whatsoever any movable or immovable property; whether tangible or intangible and wheresoever situate, which the Company may think to sell, lease, hire out, grant rights in or over, improve, manage or develop all or any part of such property or otherwise turn the same or any part thereof to the advantage of the Company.

(D) To build, construct, maintain, alter, enlarge, pull down, remove or replace any buildings, works, plant and machinery necessary or convenient for the business of the Company and to join with any person, firm or company in doing any of the things aforesaid.

(E) To borrow or raise money upon such terms and on such security as may be considered expedient and in particular by the issue of debentures or debenture stock and to secure the repayment of any money borrowed, raised or owing by mortgage, charge or lien upon the whole or any part of the undertaking, property and assets of the Company, both present and future, including its uncalled capital, and also by any similar mortgage, charge or lien to secure and guarantee the performance by the Company or any other person, firm or company of any obligation undertaken by the Company or any other person, firm or company as the case may be.

(F) To apply for and take out, purchase or otherwise acquire any patents, licences and the like conferring exclusive or non-exclusive or limited right of user, or any secret or other information as to any invention which may seem calculated directly or indirectly to benefit the Company, and to use, develop, grant licences in respect of, or otherwise turn to account any rights or information so acquired.

(G) To purchase, subscribe for or otherwise acquire and hold and deal with any shares, stocks, debentures, or debenture stock and to secure the repayment of any money borrowed, raised or owing by mortgage, charge or lien upon the whole or any part of the undertaking, property and assets of the Company, both present and future, including its uncalled capital, and also by any similar mortgage, charge or lien to secure and guarantee the performance by the Company or any other person, firm or company of any obligation undertaken by the Company or any other person, firm or company as the case may be.

(H) To issue, place, underwrite or guarantee the subscription of, or concur or assist in the issuing or placing, underwriting or guaranteeing the subscription of shares, debentures, debentures,

ture stock, bonds, stocks and securities of any company, whether limited or unlimited or incorporated by Act of Parliament or otherwise, at such times and upon such terms and conditions as to remuneration and otherwise as may be agreed upon.

(I) To invest and deal with the moneys of the Company not immediately required for the purposes of its business in or upon such investments and securities and in such manner as may from time to time be considered expedient.

(J) To lend money or give credit on such terms as may be considered expedient and receive money on deposit or loan from and give guarantees or become security for any persons, firms or companies.

(K) To enter into partnership or into any arrangement for sharing profits or to amalgamate with any person, firm or company carrying on or proposing to carry on any business which the Company is authorised to carry on or any business or transaction capable of being conducted so as directly or indirectly to benefit the Company.

(L) To acquire and undertake the whole or any part of the business, property, assets, liabilities and transactions of any person, firm or company carrying on or proposing to carry on any business which the Company is authorised to carry on, or which can be carried on in conjunction therewith or which is capable of being conducted so as directly or indirectly to benefit the Company.

(M) To sell, exchange, lease, dispose of, turn to account or otherwise deal with the whole or any part of the undertaking of the Company for such consideration as may be considered expedient and in particular the shares, stock or securities of any other company formed or to be formed.

(N) To establish, promote, finance or otherwise assist any other company for the purpose of acquiring all or any part of the property, rights and liabilities of the Company or for any other purpose which may seem directly or indirectly calculated to benefit the Company.

(O) To pay for any rights or property acquired by the Company, and to remunerate any person, firm or company rendering services to the Company whether by cash payment or by the allotment of shares, debentures or other securities of the Company credited as paid up in full or in part or in any other manner whatsoever, and to pay all or any of the preliminary expenses of the Company and of any company formed or promoted by the Company.

(P) To accept stock or shares in, or the debentures, mortgage debentures or other securities of any other company in payment or part payment for any services rendered or for any sale made to or debt owing from any such company.

(Q) To draw, accept, endorse, negotiate, discount, execute and issue promissory notes, bills of exchange, scrip, warrants and other transferable or negotiable instruments.

(R) To establish, support or aid in the establishment and support of associations, institutions, clubs, funds, trusts and schemes calculated to benefit the Directors, ex-Directors, officers, ex-officers, employees or ex-employees of the Company or the families, dependants or connections of such persons, and to grant pensions, gratuities and allowances to and to make payments towards insurance for the benefit of such persons as aforesaid, their families,

dependants or connections and to subscribe or contribute to any charitable, benevolent or useful object of a public character.

(S) To distribute among the members in specie any property of the Company, or any proceeds of sale or disposal of any property of the Company, and for such purpose to distinguish and separate capital from profits, but so that no distribution amounting to a reduction of capital be made except with the sanction (if any) for the time being required by law.

(T) To do all or any of the above things in any part of the world either alone or in conjunction with others and either as principals, agents, contractors, trustees or otherwise and either by or through agents, sub-contractors, trustees or otherwise.

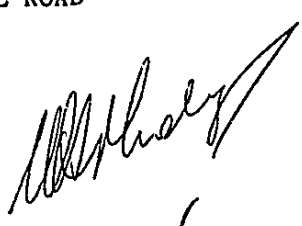

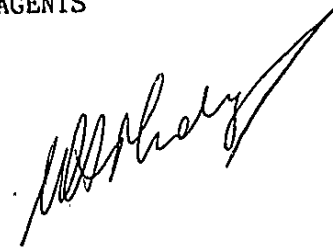

(U) To do all such other things as may be deemed incidental or conducive to the attainment of the above objects or any of them.

It is hereby declared that the foregoing sub-clauses shall be construed independently of each other and that none of the objects mentioned in any sub-clause shall be deemed to be merely subsidiary to the objects mentioned in any other sub-clause.

4. The liability of the members is limited. ✓

5. The share capital of the Company is £1000 divided into shares 1000 of £1 each. The Company has power to increase the share capital and to divide the shares (whether original or increased) into several classes and attach thereto any preferred, deferred or other special rights, privileges or conditions as regards dividends, repayment of capital, voting or otherwise. /

WE, the several persons whose names and addresses are subscribed are desirous of being formed into a Company in pursuance of this Memorandum of Association and we respectively agree to take the number of shares in the capital of the Company set opposite our respective names.

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS	NUMBER OF SHARES TAKEN BY EACH SUBSCRIBER
<p>WENDY ANN MADAGAN 350 LOWER ADDISCOMBE ROAD CROYDON SURREY</p> <p>BUSINESS PARTNER</p> 	<p>ONE</p> 
<p>WENDY ANN MADAGAN A DULY AUTHORISED OFFICER OF: ELDON SECRETARIAL LIMITED 350 LOWER ADDISCOMBE ROAD CROYDON SURREY</p> <p>COMPANY FORMATION AGENTS</p> 	<p>ONE</p> 

DATED the 28th day of FEBRUARY 19 85

WITNESS to the above signatures:

ADRIAN ARNOLD BATES
350 LOWER ADDISCOMBE ROAD
CROYDON SURREY

COMPANY FORMATION AGENT




1903989

COMPANY LIMITED BY SHARES

Articles of Association

OF

RINDLEFORD LIMITED ✓

PRELIMINARY

1. Subject as hereinafter provided, the regulations contained in Table A in the First Schedule to the Companies Act 1948, as amended (hereinafter referred to as "Table A"), shall apply to the Company.

2. Regulations 3, 11, 24, 75, 77, 79 and 88 to 92 of Table A shall not apply to the Company but the Articles hereinafter contained and the remaining regulations of Table A, subject to the modifications hereinafter contained, shall constitute the regulations of the Company. ✓

SHARES

3. The Company is a private company Limited by shares and accordingly,

(a) any offer to the public (whether for cash or otherwise) of any shares or in debentures of the Company, and

(b) any allotment of, or agreement to allot, (whether for cash or otherwise) any shares in or debentures of the Company with a view to all or any of those shares or debentures being offered for sale to the public are prohibited.

4. The Directors of the Company are authorised during the period of five years from the date of incorporation of the Company to allot, grant options over or otherwise dispose of the original shares in the capital of the Company to such persons at such times and on such conditions as they think fit, subject to the provisions of Articles 3 and 5 hereof and provided that no shares shall be issued at a discount.

5. Subject to any direction to the contrary that may be given by the Company in General Meeting, any original shares for the time being unissued and any new shares from time to time to be created shall, before they are issued, be offered to the members in proportion as nearly as possible to the

nominal value of the existing shares held by them and such offer shall be made by notice specifying the number of shares to which the member is entitled and limiting a time within which the offer if not accepted shall be deemed to be declined; and after the expiration of such time or on receipt of an intimation from the member to whom the notice is given that he declines to accept the shares, the Directors may dispose of the same in such manner as they think most beneficial to the Company. The provisions of section 17 of the Companies Act 1980 shall have effect only insofar as they are not inconsistent with this Article.

6. Subject to the provisions of Section 58 of the Act any preference shares may with the sanction of a special resolution be issued upon the terms that they are, or at the option of the Company are liable, to be redeemed.

LIEN

7. The Company shall have a first and paramount lien on every share (whether or not it is a fully paid share) for all moneys (whether presently payable or not) called or payable at a fixed time in respect of that share and the Company shall also have a first and paramount lien on all shares (whether or not they are fully paid shares) standing registered in the name of any person indebted or under liability to the Company for all moneys presently payable by him or his estate to the Company, whether he shall be the sole registered holder thereof or shall be one of two or more joint holders; but the Directors may at any time declare any share to be wholly or in part exempt from the provisions of this Article. The Company's lien, if any, on a share shall extend to all dividends payable thereon.

TRANSFER AND TRANSMISSION OF SHARES

8. The instrument of transfer of a fully paid share need not be executed by or on behalf of the transferee and regulation 22 of Table A shall be modified accordingly.

9. Save in the circumstances set out in the next succeeding Article, the Directors may in their absolute discretion and without assigning any reason therefor, decline to register any transfer of any share, whether or not it is a fully paid share.

10. Subject as hereinafter provided —

(a) Any share may be transferred to a person who is already a member of the Company

(b) Any share may be transferred by a member of the Company to any child or remoter issue, parent, brother, sister or spouse of that member, and any share of a deceased member may be transferred by his personal representatives to any child or remoter issue, parent, brother, sister, widow or widower of such deceased member and shares standing in the name of a deceased member or his personal representatives may be transferred to the trustees of his Will

(c) Any share standing in the names of the trustees of the Will of any deceased member or of a settlement created by a member or a deceased member may be transferred upon any change of trustees to the trustees for the time being of such Will or Settlement or to a person to whom such member or deceased member would have been entitled to transfer the same.

Provided always that nothing hereinbefore in this Article contained shall prevent the Directors from declining to register a transfer of a share (i) on which the Company has a lien or (ii) to any infant, bankrupt or person of unsound mind.

11. The proviso to regulation 32 of Table A shall not apply to the Company.

GENERAL MEETINGS

12a. Every notice convening a General Meeting shall comply with the provisions of section 136(2) of the Act as to give information to members in regard to their right to appoint proxies; and notices of and other communications relating to any general meeting which any member is entitled to receive shall be sent to the auditors for the time being of the Company.

12b. Subject to any special rights or restrictions for the time being attached to any special class or shares in the capital of the Company, on a show of hands every member personally present shall have one vote only and in the case of a poll every member who is present in person or by proxy shall have one vote for each Ordinary Share held by him.

12c. Subject to the provisions of the Companies Act 1948 to 1981 any resolution in writing signed by all the members for the time being entitled to receive notice of and attend and vote at general meetings, or by their duly appointed attorneys, shall be as valid and effective as if the same had been passed at a General Meeting of the Company duly convened and held. Any such resolution may consist of several documents in the like form each signed by one or more of the members or their attorneys.

PROXY

13. The instrument appointing a proxy shall be in writing in any usual common form, or such other form as may be approved by the Directors, and shall be signed by the appointer or his attorney, duly authorised in writing, or if the appointer is a corporation shall be either under its common seal or under the hand of an officer or attorney so authorised. An instrument of proxy need not be witnessed.

DIRECTORS

14. Unless and until the Company in General Meeting shall otherwise determine, the number of Directors shall be not less than one nor more than seven. If and so long as there is a sole Director, such Director may act alone in exercising all the powers and authorities vested in the Directors. A Director shall not require any share qualification but shall nevertheless be entitled to attend and speak at any General Meeting of the Company or at any separate meeting of the holders of any class of shares of the Company.

15. The first Director or Directors of the Company shall be the person or persons as the first Director or Directors of the Company in the statement delivered under Section 21 of the Act 1976.

BORROWING POWERS

16. The Directors may exercise all the powers of the Company to borrow money, and to mortgage or charge its undertaking property and uncalled capital, or any part thereof, and, subject to Section 14 of the Companies Act 1980, to issue debentures, debenture stock and other securities whether outright or as security for any debt, liability or obligation of the Company or of any third party.

POWERS AND DUTIES OF DIRECTORS

17. Paragraphs (2) and (4) of Regulation 84 of Table A shall not apply. A Director may vote in regard to any contract or arrangement in which he is interested or upon any matter arising therefrom and if he shall so vote his vote shall be counted and he shall be reckoned in estimating the quorum present at any meeting at which any such contract or arrangement is considered.

18. Any Director may appoint any person approved by the Board of Directors to be an alternate Director and such appointment shall have effect and such appointee, whilst he holds office as an alternate Director, shall be entitled to receive notice of meetings of Directors and to attend and vote thereat, but he shall not be entitled to any remuneration from the Company otherwise than out of the remuneration of the Director appointing him and agreed between the said Director and the appointee. Such appointment may be revoked at any time by the appointer or by a resolution of the Directors or by an ordinary resolution of the Company in General Meeting. Any appointment or revocation made under this Article shall be in writing under the hand of the Director making the same.

DISQUALIFICATION OF DIRECTORS

19. The office of a Director shall be vacated: —

- (a) if he resigns his office by notice in writing to the Company;
- (b) if he becomes bankrupt or enters into any arrangement with his creditors;
- (c) if he is prohibited from being a Director by an order made under Section 188 of the Act or under Section 28 of the Companies Act 1976 or under Section 9 of the Insolvency Act 1976;
- (d) if he becomes of unsound mind; or
- (e) if he removed from office by resolution duly passed under Section 184 of the Act.

ROTATION OF DIRECTORS

20. Directors shall not be liable to retire by rotation.

SECRETARY

21. The first Secretary of the Company shall be the person named as the first Secretary of the Company in the statement delivered under 21 of the Companies Act 1976.

NOTICES

22. In Regulation 131 of Table A, all the words after the words "letter containing the notice" shall be omitted, and in substitution therefor there shall be inserted the words "and, if posted by pre-paid first-class mail, to have been effected at the expiration of 24 hours after the letter containing the same is posted, and if posted by any other class of pre-paid mail, at the time at which the letter would be delivered in the ordinary course of post".

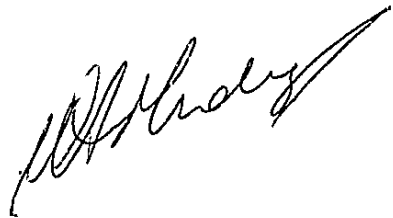
INDEMNITY

23. In addition to the indemnity contained in regulation 136 of Table A and subject to the provisions of Section 205 of the Act every director, managing director, agent, auditor, secretary and other officer of the Company shall be entitled to be indemnified out of the assets of the Company against all losses or liabilities incurred by him in or about the execution and discharge of the duties of his office.

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

WENDY ANN MADAGAN
350 LOWER ADDISCOMBE ROAD
CROYDON
SURREY


BUSINESS PARTNER



✓

WENDY ANN MADAGAN
A DULY AUTHORISED OFFICER OF:
ELDON SECRETARIAL LIMITED
350 LOWER ADDISCOMBE ROAD
CROYDON
SURREY

COMPANY FORMATION AGENTS



/

DATED the

28th

day of

FEBRUARY

19 85

WITNESS to the above signatures:

ADRIAN ARNOLD BATES
350 LOWER ADDISCOMBE ROAD
CROYDON SURREY



COMPANY FORMATION AGENT

Statement of first directors and secretary and intended situation of registered office

Pursuant to sections 21 and 23(2) of the Companies Act 1976

1

Please do not write in this binding margin

Please complete legibly, preferably in black type, bold block lettering

To the Registrar of Companies

For official use

1903989

Name of Company

RINDLEFORD

Limited*

The intended situation of the registered office of the company on incorporation is as stated below

350 LOWER ADDISCOMBE ROAD

CROYDON

SURREY

CRO 7AF

If the memorandum is delivered by an agent for the subscribers of the memorandum please mark 'X' in the box opposite and insert the agent's name and address below

B.E. MADAGAN & CO

SIDDA HOUSE, 350 LOWER ADDISCOMBE ROAD

CROYDON, SURREY.

Number of continuation sheets attached (see note 1)

Presenter's name, address and reference (if any):

For official use

General section

Post room

The name(s) and particulars of the person who is, or the persons who are, to be the first director or directors of the company (note 2) are as follows:

Please do not write in this binding margin



Important
The particulars to be given are those referred to in section 21(2)(a) of the Companies Act 1976 and section 200(2) of the Companies Act 1948 as amended by section 95 of the Companies Act 1981. Please read the notes on page 4 before completing this part of the form.

Enter particulars of other directorships held or previously held (see note 5). If this space is insufficient use a continuation sheet.

Name (note 3)	WENDY ANN MADAGAN	Business occupation	BUSINESS PARTNER
Previous name(s) (note 3)		Nationality	BRITISH
Address (note 4)	350 LOWER ADDISCOMBE ROAD	Date of birth (where applicable) (note 6)	
	CROYDON		
	SURREY		
Other directorships †	ELDON SECRETARIAL LIMITED		
I hereby consent to act as director of the company named on page 1			
Signature	Date 28.2.85		

The name(s) and particulars of the person who is, or the persons who are, to be the first secretary, or joint secretaries, of the company are as follows:

Name (notes 3 & 7)	ELDON SECRETARIAL LIMITED
Previous name(s) (note 3)	
Address (notes 4 & 7)	350 LOWER ADDISCOMBE ROAD
	CROYDON
	SURREY
I hereby consent to act as secretary of the company named on page 1	
Signature	Date 28.2.85

* as required by section 21(3) of the Companies Act 1976

Signed by or on behalf of the subscribers of the memorandum*

† delete as appropriate

Signature  [Agent]† Date 28.2.85

Signature  [Agent]† Date 28.2.85

WENDY ANN MADAGAN A DULY AUTHORISED OFFICER OF ELDON SECRETARIAL LIMITED.

FILE COPY



CERTIFICATE OF INCORPORATION OF A PRIVATE LIMITED COMPANY

No. 1903989

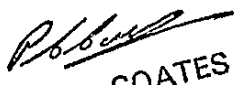
I hereby certify that

RINDLEFORD LIMITED

is this day incorporated under the Companies Acts 1948 to 1981 as
a private company and that the Company is limited.

Given under my hand at the Companies Registration Office,
Cardiff the

11TH APRIL 1985


P. C. COATES

an authorised officer

Number of } 1903989
Company } 6.

The Companies Acts 1948 to 1981

COMPANY LIMITED BY SHARES

Special Resolution

(Pursuant to s. 141 (2) of the Companies Act 1948)

OF

RINDLEFORD LIMITED

Passed 21/5, 1985

AT an EXTRAORDINARY GENERAL MEETING of the above-named Company, duly convened, and held at

on the 21st day of MAY, 1985, the subjoined
SPECIAL RESOLUTION duly passed, viz.:—

RESOLUTION

"That" with the consent of the Registrar of Companies the Company's name be changed to

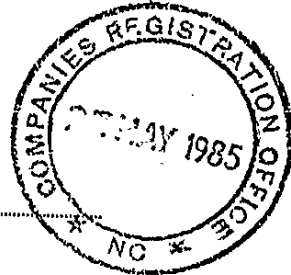
" INDEPENDENT HOME CARE & NURSING SERVICES
LIMITED"

D. E. MADAGAN & CO
Sidda House
350 Lower Addiscombe Road
Croydon, Surrey CR0 7AF
TEL. (01) 656 8532. TLX. 23787

Signature

To be signed
by the Chair-
man, a Direc-
tor, or the
Secretary of
the Company.

NOTE.—To be filed within 15 days after the passing of the Resolution(s).



FILE COPY



CERTIFICATE OF INCORPORATION ON CHANGE OF NAME

No. 1903989 / 7.

I hereby certify that

RINDLEFORD LIMITED

having by special resolution changed its name, is now
incorporated under the name of

INDEPENDENT HOME CARE & NURSING SERVICES LIMITED

Given under my hand at the Companies Registration Office,
Cardiff the 3RD JUNE 1985

C. Israel

MRS. C. ISRAEL

an authorised officer

Number of } 1903989
Company }

18

The Companies Acts 1948 to 1981

COMPANY LIMITED BY SHARES

Special Resolution

(Pursuant to s. 141 (2) of the Companies Act 1948)

OF

INDEPENDENT HOME CARE & NURSING SERVICES LIMITED

Passed 11th JUNE , 19 85

AT an EXTRAORDINARY GENERAL MEETING of the above-named Company, duly convened, and held at

on the 11th day of JUNE , 1985, the subjoined SPECIAL RESOLUTION duly passed, viz.:—

RESOLUTION

THAT the objects of the company be altered by deleting the whole of clause (3) of its memorandum of association and by substituting in lieu thereof Clause (3) as set out in a print annexed hereto and for the purposes of identification initialled by the Chairman.

E. E. MADAGAN & CO

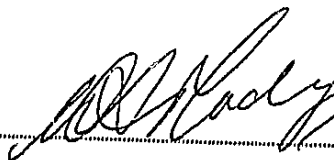
Stida House

350 Lower Addiscombe Road

Croydon, Surrey CR0 7AF

TEL. (01) 658 8532. TLX. 23707

Signature



To be signed
by the Chair-
man, a Direc-
tor, or the
Secretary of
the Company.

NOTE.—To be filed within 15 days after the passing of the Resolution(s).

UHS

COMPANY LIMITED BY SHARES

Memorandum

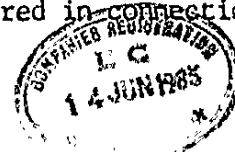
of Association INDEPENDENT HOME CARE & NURSING SERVICES LIMITED

1. The name of the Company is INDEPENDENT HOME CARE & NURSING SERVICES LIMITED
2. The registered office of the Company will be situate in England.
3. The objects for which the Company is established are:—

(1)a. To operate, own and manage a private clinic and laboratory for the purposes of pathology of every description; to carry out blood tests, blood counts, sampling, grading storing and blood plasma distribution; to provide blood transfusion services to hospitals and the medical profession in general.

b. To own and manage a dental clinic; to provide instruments and equipment for a private hospital or nursing home with all suitable accommodation for the treatment and care of patients: to provide facilities for medical attendance, nursing, food, medicine, and appliances of a surgical or medical character, necessary or suitable for the proper treatment of such patients together with as far as possible the comforts and conveniences of a private home: to employ medical, surgical, dental and pharmaceutical officers, and attendants for the skilful treatment of patients (whether suffering from physical, mental, or any other disorders); to provide and supply all necessities, provisions, and clothing as may be required.

c. To educate and train medical students, nurses and attendants either for the purposes of attending patients in their own homes or elsewhere and to carry on business as ambulance and other motor vehicle proprietors, and merchants of and dealers in stretchers, first aid appliances, respiratory apparatus, ambulance fittings, appliances and equipment, medical and surgical accessories, and hospital fittings and requisites and of, and in all accessories and supplies required for use in the treatment and care of the sick and injured; and to buy, sell, manufacture, and deal in all articles, goods, wares, materials, substances and things usually dealt in by persons carrying on the above-mentioned businesses or any of them or likely to be required in connection with any of the said businesses.



- (B) To carry on any other business or trade which in the opinion of the Directors of the Company may be conveniently carried on in connection with or as ancillary to any of the above businesses or be calculated directly or indirectly to enhance the value of or render profitable any of the property of the Company or to further any of its objects.
- (C) To purchase, take on lease or in exchange, hire or otherwise acquire and hold for any interest whatsoever any movable or immovable property; whether tangible or intangible and wheresoever situate, which the Company may think to sell, lease, hire out, grant rights in or over, improve, manage or develop all or any part of such property or otherwise turn the same or any part thereof to the advantage of the Company.
- (D) To build, construct, maintain, alter, enlarge, pull down, remove or replace any buildings, works, plant and machinery necessary or convenient for the business of the Company and to join with any person, firm or company in doing any of the things aforesaid.
- (E) To borrow or raise money upon such terms and on such security as may be considered expedient and in particular by the issue of debentures or debenture stock and to secure the repayment of any money borrowed, raised or owing by mortgage, charge or lien upon the whole or any part of the undertaking, property and assets of the Company, both present and future, including its uncalled capital, and also by any similar mortgage, charge or lien to secure and guarantee the performance by the Company or any other person, firm or company of any obligation undertaken by the Company or any other person, firm or company as the case may be.
- (F) To apply for and take out, purchase or otherwise acquire any patents, licences and the like conferring exclusive or non exclusive or limited right of user, or any secret or other information as to any invention which may seem calculated directly or indirectly to benefit the Company, and to use, develop, grant licences in respect of, or otherwise turn to account any rights or information so acquired.
- (G) To purchase, subscribe for or otherwise acquire and hold and deal with any shares, stocks, debentures, or debenture stock and to secure the repayment of any money borrowed, raised or owing by mortgage, charge or lien upon the whole or any part of the undertaking, property and assets of the Company, both present and future, including its uncalled capital, and also by any similar mortgage, charge or lien to secure and guarantee the performance by the Company or any other person, firm or company of any obligation undertaken by the Company or any other person, firm or company as the case may be.
- (H) To issue, place, underwrite or guarantee the subscription of, or concur or assist in the issuing or placing, underwriting or guaranteeing the subscription of shares, debentures, debentures,

ture stock, bonds, stocks and securities of any company, whether limited or unlimited or incorporated by Act of Parliament or otherwise, at such times and upon such terms and conditions as to remuneration and otherwise as may be agreed upon.

(I) To invest and deal with the moneys of the Company not immediately required for the purposes of its business in or upon such investments and securities and in such manner as may from time to time be considered expedient.

(J) To lend money or give credit on such terms as may be considered expedient and receive money on deposit or loan from and give guarantees or become security for any persons, firms or companies.

(K) To enter into partnership or into any arrangement for sharing profits or to amalgamate with any person, firm or company carrying on or proposing to carry on any business which the Company is authorised to carry on or any business or transaction capable of being conducted so as directly or indirectly to benefit the Company.

(L) To acquire and undertake the whole or any part of the business, property, assets, liabilities and transactions of any person, firm or company carrying on or proposing to carry on any business which the Company is authorised to carry on, or which can be carried on in conjunction therewith or which is capable of being conducted so as directly or indirectly to benefit the Company.

(M) To sell, exchange, lease, dispose of, turn to account or otherwise deal with the whole or any part of the undertaking of the Company for such consideration as may be considered expedient and in particular the shares, stock or securities of any other company formed or to be formed.

(N) To establish, promote, finance or otherwise assist any other company for the purpose of acquiring all or any part of the property, rights and liabilities of the Company or for any other purpose which may seem directly or indirectly calculated to benefit the Company.

(O) To pay for any rights or property acquired by the Company, and to remunerate any person, firm or company rendering services to the Company whether by cash payment or by the allotment of shares, debentures or other securities of the Company credited as paid up in full or in part or in any other manner whatsoever, and to pay all or any of the preliminary expenses of the Company and of any company formed or promoted by the Company.

(P) To accept stock or shares in, or the debentures, mortgage debentures or other securities of any other company in payment or part payment for any services rendered or for any sale made to or debt owing from any such company.

(Q) To draw, accept, endorse, negotiate, discount, execute and issue promissory notes, bills of exchange, scrip, warrants and other transferable or negotiable instruments.

(R) To establish, support or aid in the establishment and support of associations, institutions, clubs, funds, trusts and schemes calculated to benefit the Directors, ex-Directors, officers, ex-officers, employees or ex-employees of the Company or the families, dependants or connections of such persons, and to grant pensions, gratuities and allowances to and to make payments towards insurance for the benefit of such persons as aforesaid, their families,

dependants or connections and to subscribe or contribute to any charitable, benevolent or useful object of a public character.

(S) To distribute among the members in specie any property of the Company, or any proceeds of sale or disposal of any property of the Company, and for such purpose to distinguish and separate capital from profits, but so that no distribution amounting to a reduction of capital be made except with the sanction (if any) for the time being required by law.

(T) To do all or any of the above things in any part of the world either alone or in conjunction with others and either as principals, agents, contractors, trustees or otherwise and either by or through agents, sub-contractors, trustees or otherwise.

(U) To do all such other things as may be deemed incidental or conducive to the attainment of the above objects or any of them.

It is hereby declared that the foregoing sub-clauses shall be construed independently of each other and that none of the objects mentioned in any sub-clause shall be deemed to be merely subsidiary to the objects mentioned in any other sub-clause.

4. The liability of the members is limited.

5. The share capital of the Company is ~~£1000~~ ^{£1000} divided into shares ~~1000~~ ¹⁰⁰⁰ of £1⁰⁰ each. The Company has power to increase the share capital and to divide the shares (whether original or increased) into several classes and attach thereto any preferred, deferred or other special rights, privileges or conditions as regards dividends, repayment of capital, voting or otherwise.

COMPANY NO: 1903989

THE COMPANIES ACTS 1948 TO 1981

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTIONS

OF

INDEPENDENT HOME CARE AND NURSING SERVICES LIMITED

Passed on the 17th Day of July, 1985

At an Extraordinary General Meeting of the above named Company duly convened and held at 596-598 High Road, Woodford Green, Essex on the 17th day of July, 1985 the following Special Resolutions were duly passed.

Special Resolution 1

That Clause 3A of the Companys objects clause in its Memorandum of Association be changed as under:

3A

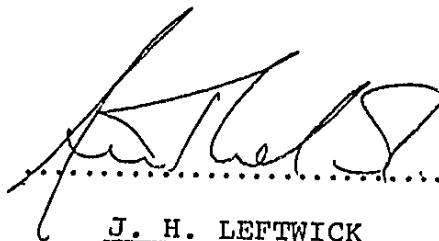
- (1) To provide services of professional nursing, nursing care, auxiliary care, child care, day care, general care, home helps, physiotherapy, chiropody, occupational therapy and dietary advice wherever and whenever necessary.
- (2) To operate, own and manage private hospitals, nursing and residential homes, to provide instruments and equipment for such establishments with all suitable accommodation for the treatment and care of patients: to provide facilities for medical attendance, nursing, food, medicine, and appliances of surgical or medical character, necessary or suitable for the proper treatment of such patients together with as far as possible the comforts and conveniences of a private home: to employ medical, surgical, dental and pharmaceutical officers, and attendants for the skilful treatment of patients (whether suffering from physical, mental, or any other disorders); to provide and supply all necessities, provisions, and clothing as may be required.



(3) To educate and train medical students, nurses and attendants either for the purposes of attending patients in their own homes or elsewhere and to carry on business as ambulance and other motor vehicle proprietors, and merchants of and dealers in stretchers, first aid appliances, respiratory apparatus, ambulance fittings, appliances and equipment, medical and surgical accessories, and hospital fittings and requisitries and of, and in all accessories and supplies required for use in the treatment and care of the sick and injured; and to buy, sell, manufacture, and deal in all articles, goods, wares, materials, substances and things usually dealt in by persons carrying on the above mentioned businesses or any of them or likely to be required in connection with any of the said businesses.

Special Resolution 2

That the Share Capital of the Company be increased to £30,000 divided into 30,000 Shares of £1 each.

A handwritten signature in dark ink, appearing to read 'J. H. Leftwick', written over a dotted line.

J. H. LEFTWICK

Chairman / Director

G

10

THE COMPANIES ACTS 1948 TO 1976

Notice of increase in nominal capital

Pursuant to section 63 of the Companies Act 1948

Please do not write in
this binding margin ↓

To the Registrar of Companies

For official use

Company number

110

1903988

Name of Company

INDEPENDENT HOME CARE AND NURSING SERVICES

Limited *

Please complete legibly,
preferably in black type,
or bold block lettering.* delete if
inappropriate† delete as
appropriate

Note
This notice and a
printed copy of the
resolution authorising
the increase must be
forwarded to the Registrar
of Companies within
15 days after the passing
of the resolution

hereby gives you notice in accordance with section 63 of the Companies Act 1948 that by
[ordinary] ~~extraordinary~~ [special] † resolution of the company dated 17.7.1985
the nominal capital of the company has been increased by the addition thereto of the sum
of £ 29000 beyond the registered capital of £ 1000

A printed copy of the resolution authorising the increase is forwarded herewith.

The additional capital is divided as follows:

Number of shares	Class or share	Nominal amount of each share
29000	Ordinary	£1

(If any of the new shares are preference shares state whether they are redeemable or not)
The conditions (e.g. voting rights, dividend rights, winding-up rights, etc.) subject to which
the new shares have been or are to be issued are as follows:

To rank pari passu with the Company's existing Share Capital.

Please tick here if
continued overleaf☐

Signed

[Director]

[Secretary]

†

Date 17.7.85Presenter's name, address and
reference (if any):

Baverstock Pollock & Co.,
16 Bank Street,
Braintree,
Essex. CM7 7UL

For official use
General section

Post room



G

COMPANIES FORM No. 225(1)

Notice of new accounting reference date given during the course of an accounting reference period

14/2
225(1)

T-2
E-2

Please do not write in this margin

Pursuant to section 225(1) of the Companies Act 1985

Please complete legibly, preferably in black type, or bold block lettering

To the Registrar of Companies

For official use

Company number

1113

1903989

Name of company

* insert full name of company

* INDEPENDENT HOME CARE AND NURSING SERVICES LIMITED

gives notice that the company's new accounting reference date on which the current accounting reference period and each subsequent accounting reference period of the company is to be treated as coming, or as having come, to an end is as shown below:

Note
Please read notes 1 to 4 overleaf before completing this form

Day Month

3 0 0 9

† delete as appropriate

The current accounting reference period of the company is to be treated as ~~shortened~~ [extended]† and ~~is to be treated as having come to an end~~ [will come to an end]† on

Day Month Year

3 0 0 9 1 9 8 6

If this notice states that the current accounting reference period of the company is to be extended, and reliance is being placed on section 225(6)(c) of the Companies Act 1985, the following statement should be completed:

The company is a [subsidiary][holding company]† of _____

_____, company number _____

the accounting reference date of which is _____

Signed

[Director][Secretary]† Date 23.1.86

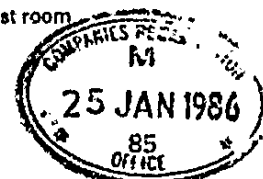
Presentor's name address and reference (if any):

Baverstock Pollock & Co.
Chartered Accountants
16 Bank Street
Braintree, Essex. CM7 7UL

WHS/3278

For official Use
General Section

Post room







COMPANIES FORM No. 225(1)

Notice of new accounting reference date given during the course of an accounting reference periodOct. 1/87
225(1)

Please do not write in this margin

Pursuant to section 225(1) of the Companies Act 1985 as amended by Schedule 13 to the Insolvency Act 1986

Please complete legibly, preferably in black type, or bold block lettering

To the Registrar of Companies
(Address overleaf - Note 5)

For official use

Company number

--	--	--	--

1	9	0	3	9	8	9
---	---	---	---	---	---	---

Name of company

* INDEPENDENT HOMECARE & NURSING SERVICES LIMITED																			
---	--	--	--	--	--	--	--	--	--	--	--	--	--	--	--	--	--	--	--

* insert full name of company

gives notice that the company's new accounting reference date on which the current accounting reference period and each subsequent accounting reference period of the company is to be treated as coming, or as having come, to an end is

Day Month

3	0	0	9
---	---	---	---

Note

Please read notes 1 to 4 overleaf before completing this form

Day Month Year

3	0	0	9	1	9	8	7
---	---	---	---	---	---	---	---

The current accounting reference period of the company is to be treated as [shortened][extended]† and [is to be treated as having come to an end][will come to an end]† on

† delete as appropriate

If this notice states that the current accounting reference period of the company is to be extended, and reliance is being placed on section 225(6)(c) of the Companies Act 1985, the following statement should be completed:

The company is a [subsidiary][holding company]† of _____

_____, company number _____

the accounting reference date of which is _____

If this notice is being given by a company which is subject to an administration order and this notice states that the current accounting reference period of the company is to be extended AND it is to be extended beyond 18 months OR reliance is not being placed on section 225(6) of the Companies Act 1985, the following statement should be completed:

An administration order was made in relation to the company on _____

and it is still in force.

Signed

Designation‡

Company Secretary

Date

15/9/87

‡ Insert Director, Secretary, Receiver, Administrator, Administrative Receiver or Receiver (Scotland) as appropriate

Presentor's name address and reference (if any):

For official Use
General Section

Post room



1903989

George Nottage & Co.
CHARTERED ACCOUNTANTS

31 DEC 1988

YOUR REF

OUR REF: GHN/I102/sjr

30th November 1988

The Directors
Independent Home Care and Nursing Services Limited
596-598 High Road
Woodford Green
ESSEX
IG8 OPS

Dear Sirs,

Independent Home Care and Nursing Services Limited

We confirm our resignation as auditors to the above company and in accordance with Section 390(2) Companies Act 1985 advise you that there are no circumstances connected with our resignation which we consider should be brought to the notice of the members or creditors of the company.

Yours faithfully,

George Nottage



MINUTES OF AN EXTRAORDINARY GENERAL MEETING OF
INDEPENDENT HOME CARE & NURSING SERVICES LTD
HELD AT ST. PAUL'S HOUSE, PARK SQUARE, LEEDS 1

ON 27TH OCTOBER 1988

Present : Mr. G. Smith

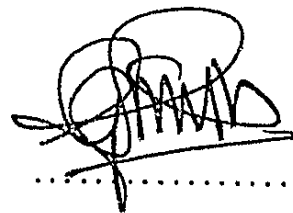
Mr. A. S. Firth

In attendance: Mr. M. E. Dyson

IT WAS RESOLVED THAT:-

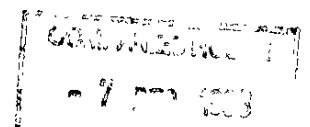
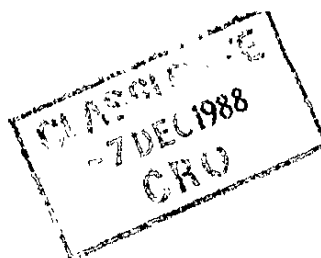
1. Messrs. George Nottage & Co. resigned as auditors of the company and Messrs. Coopers & Lybrand were appointed to hold office.

There being no further business the meeting then closed.



.....
G. Smith

CHAIRMAN



Company No. 1903989

23/1



The Companies Act 1985

Special Resolution Independent Homecare & Nursing Services Limited

At an Extraordinary General Meeting of the above named Company duly convened and held at 596 - 598 High Road, Woodford Green, Essex, IG8 OPS on 10th April 1989, the following resolution was duly passed.

It was resolved that the name of the Company be changed to Goldsborough Homecare & Nursing Services Limited.

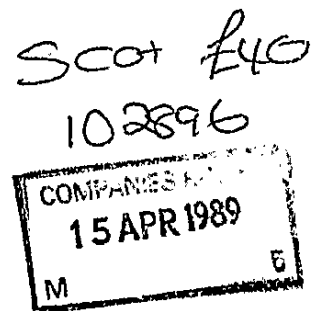
It was further resolved that the Registered Office of the above named Company would be at St. Paul's House, 23 Park Square, Leeds, LS1 2ND.

G Smith
Chairman

Filed by Goldsborough Limited, St. Paul's House,
23 Park Square, Leeds LS1 2ND



12th April 1989



FILE COPY



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

No. 1903989

I hereby certify that

INDEPENDENT HOME CARE & NURSING SERVICES
LIMITED

having by special resolution changed its name,
is now incorporated under the name of

GOLDSBOROUGH HOMECARE & NURSING SERVICES
LIMITED

Given under my hand at the Companies Registration Office,
Cardiff the 26 APRIL 1989

Mrs. M. Moss.
MRS. M. MOSS


an authorised officer

Company Number: 1903989

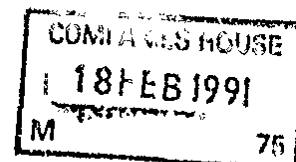
Goldsborough Homecare and Nursing Services Limited

At a general meeting of the above named company duly convened and held at Techno House, Low Lane, Horsforth, Leeds, the following elective resolutions were duly passed. On 28th December 1990

- 1) That in accordance with section 366A of the Companies Act 1985, the company elected to dispense with the holding of annual general meetings.
- 2) That in accordance with section 252 of the Companies Act 1985, the company elected to dispense with the laying of accounts and reports before the company.



G. Smith
Chairman



No. 1903989

COMPANIES ACT 1948 TO 1981

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION

of

GOLDSBOROUGH HOMECARE & NURSING SERVICES LIMITED

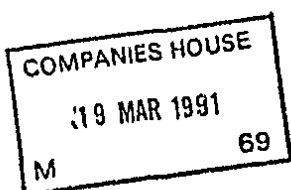
Passed the 5th day of March 1991

At an EXTRAORDINARY GENERAL MEETING of the above named Company duly convened and held at *Techno Home Hartford* on the 5th day of March 1991 the following Resolution was unanimously passed as a SPECIAL RESOLUTION of the Company:-


RESOLUTION

THAT the following paragraph be inserted in the Memorandum of Association of the Company as paragraph 3(EE) immediately after paragraph 3(E):-

"Either with or without the Company receiving any consideration or advantage, direct or indirect, from giving any such guarantee and so as to be an independent object of the Company, to guarantee the performance of the obligations of others including the payment of capital or principal together with any premium of any dividends or interest on or other payments in respect of loans, credits, stocks, shares, or securities, or other obligations of any nature whatsoever and without limiting the generality of the foregoing obligations for the repayment of money and/or discharge of liabilities both present and future, actual or contingent and insofar as the same is not prohibited by law, obligations and liabilities incurred in connection with or for the purpose of the acquisition of shares in the Company or in any Company which is for the time being the Company's Holding Company as defined by Section 736 of the Companies Act



1985 (as amended from time to time) due, owing or incurred to bankers or any other person of any company, firm or person, in particular, (but not by way of limitation) of the Company's Holding Company or any company which is contemplated to become the Company's Holding Company or a subsidiary, as defined by Section 736 of the Companies Act 1985 (as amended from time to time) of the Company or the Company's Holding Company or otherwise associated with the Company in business or of any company, firm or person which the Directors of the Company shall think appropriate and to create mortgages, charges or liens upon all or any of the property or assets of the Company (both present and future) including its uncalled capital in support of such guarantees or otherwise as security for any such obligations and liabilities of others".

.....

Chairman

C:\WP\SARAH\HOLDEN\SR-GOLDS.BOR

1703789

COMPANY LIMITED BY SHARES

Memorandum

of Association ^{formerly} (INDEPENDENT HOME CARE & NURSING SERVICES LIMITED)
of Goldsbrough Homecare & Nursing Services Limited

1. The name of the Company is Goldsbrough Homecare & Nursing Services Limited.
2. The registered office of the Company will be situate in England.
3. The objects for which the Company is established are:-

3A

- (1) To provide services of professional nursing, nursing care, auxiliary care, child care, day care, general care, home helps, physiotherapy, chiropody, occupational therapy and dietary advice wherever and whenever necessary.
- (2) To operate, own and manage private hospitals, nursing and residential homes, to provide instruments and equipment for such establishments with all suitable accommodation for the treatment and care of patients: to provide facilities for medical attendance, nursing, food, medicines, and appliances of surgical or medical character, necessary or suitable for the proper treatment of such patients together with as far as possible the comforts and conveniences of a private home: to employ medical, surgical, dental and pharmaceutical officers, and attendants for the treatment of patients (whether suffering from physical, mental, or any other disorders); to provide all necessities, provisions, and clothing as may be required.

COMPANIES HOUSE

24 MAY 1991

61

(3) To educate and train medical students, nurses and attendants either for the purposes of attending patients in their own homes or elsewhere and to carry on businesses as ambulance and other motor vehicle proprietors, and merchants of and dealers in stretchers, first aid appliances, respiratory apparatus, ambulance fittings, appliances and equipment, medical and surgical accessories, and hospital fittings and requisitries and of, and in all accessories and supplies required for use in the treatment and care of the sick and injured; and to buy, sell, manufacture, and deal in all articles, goods, wares, materials, substances and things usually dealt in by persons carrying on the above mentioned businesses or any of them or likely to be required in connection with any of the said businesses.

(B) To carry on any other business or trade which in the opinion of the Directors of the Company may be conveniently carried on in connection with or as ancillary to any of the above businesses or be calculated directly or indirectly to enhance the value of or render profitable any of the property of the Company or to further any of its objects.

(C) To purchase, take on lease or in exchange, hire or otherwise acquire and hold for any interest whatsoever any movable or immovable property, whether tangible or intangible and wheresoever situate, which the Company may think to sell, lease, hire out, grant rights in or over, improve, manage or develop all or any part of such property or otherwise turn the same or any part thereof to the advantage of the Company.

(D) To build, construct, maintain, alter, enlarge, pull down, remove or replace any buildings, works, plant and machinery necessary or convenient for the business of the Company and to join with any person, firm or company in doing any of the things aforesaid.

(E) To borrow or raise money upon such terms and on such security as may be considered expedient and in particular by the issue of debentures or debenture stock and to secure the repayment of any money borrowed, raised or owing by mortgage, charge or lien upon the whole or any part of the undertaking, property and assets of the Company, both present and future, including its uncalled capital, and also by any similar mortgage, charge or lien to secure and guarantee the performance by the Company or any other person, firm or company of any obligation undertaken by the Company or any other person, firm or company as the case may be

Amended as
per Special
Resolution
dated 5.3.91)

(EE) Either with or without the Company receiving any consideration or advantage, direct or indirect, from giving any such guarantee and so as to be an independent object of the Company, to guarantee the performance of the obligations of others including the payment of capital or principal together with any premium of any dividends or interest on or other payments in respect of loans, credits, stocks, shares, or securities, or other obligations of any nature whatsoever and without limiting the generality of the foregoing obligations for the repayment of money and/or discharge of liabilities both present and future, actual or contingent and insofar as the same is not prohibited by law, obligations and liabilities incurred in connection with or for the purpose of the acquisition of shares in the Company or in any Company which is for the time being the Company's Holding Company as defined by Section 736 of the Companies Act 1985 (as amended from time to time) due, owing or incurred to bankers or any other person of any company, firm or person, in particular, (but not by way of limitation) of the Company's Holding Company or any company which is contemplated to become the Company's Holding Company or a subsidiary, as defined by Section 736 of the Companies Act 1985 (as amended from time to time) of the Company or the Company's Holding Company or otherwise associated with the Company in business or of any company, firm or person which the Directors of the Company shall think appropriate and to create mortgages, charges or liens upon all or any of the property or assets of the Company (both present and future) including its uncalled capital in support of such guarantees or otherwise as security for any such obligations and liabilities of others.

(F) To apply for and take out, purchase, or otherwise acquire any patents, licences and the like conferring exclusive or non exclusive or limited right of user, or any secret or other information as to any invention which may seem calculated directly or indirectly to benefit the Company, and to use, develop, grant licences in respect of, or otherwise turn to account any rights or information so acquired.

(G) To purchase, subscribe for or otherwise acquire and hold and deal with any shares, stocks, debentures, or debenture stock and to secure the repayment of any money borrowed, raised or owing by mortgage, charge or lien upon the whole or any part of the undertaking, property and assets of the Company, both present and future, including its uncalled capital, and also by any similar mortgage, charge or lien to secure and guarantee the performance by the Company or any other person, firm or company of any obligation undertaken by the Company or any other person, firm or company as the case may be.

(H) To issue, place, underwrite or guarantee the subscription of, or concur or assist in the issuing or placing, underwriting or guaranteeing the subscription of shares, debentures, debentures,

ture stock, bonds, stocks and securities of any company, whether limited or unlimited or incorporated by Act of Parliament or otherwise, at such times and upon such terms and conditions as to remuneration and otherwise as may be agreed upon.

(i) To invest and deal with the moneys of the Company not immediately required for the purposes of its business in or upon such investments and securities and in such manner as may from time to time be considered expedient.

(J) To lend money or give credit on such terms as may be considered expedient and receive money on deposit or loan from and give guarantees or become security for any persons, firms or companies.

(K) To enter into partnership or into any arrangement for sharing profits or to amalgamate with any person, firm or company carrying on or proposing to carry on any business which the Company is authorised to carry on or any business or transaction capable of being conducted so as directly or indirectly to benefit the Company.

(L) To acquire and undertake the whole or any part of the business, property, assets, liabilities and transactions of any person, firm or company carrying on or proposing to carry on any business which the Company is authorised to carry on, or which can be carried on in conjunction therewith or which is capable of being conducted so as directly or indirectly to benefit the Company.

(M) To sell, exchange, lease, dispose of, turn to account or otherwise deal with the whole or any part of the undertaking of the Company for such consideration as may be considered expedient and in particular the shares, stock or securities of any other company formed or to be formed.

(N) To establish, promote, finance or otherwise assist any other company for the purpose of acquiring all or any part of the property, rights and liabilities of the Company or for any other purpose which may seem directly or indirectly calculated to benefit the Company.

(O) To pay for any rights or property acquired by the Company, and to remunerate any person, firm or company rendering services to the Company whether by cash payment or by the allotment of shares, debentures or other securities of the Company credited as paid up in full or in part or in any other manner whatsoever, and to pay all or any of the preliminary expenses of the Company and of any company formed or promoted by the Company.

(P) To accept stock or shares in, or the debentures, mortgage debentures or other securities of any other company in payment or part payment for any services rendered or for any sale made to or debt owing from any such company.

(Q) To draw, accept, endorse, negotiate, discount, execute and issue promissory notes, bills of exchange, scrip, warrants and other transferable or negotiable instruments.

(R) To establish, support or aid in the establishment and support of associations, institutions, clubs, funds, trusts and schemes calculated to benefit the Directors, ex-Directors, officers, ex-officers, employees or ex-employees of the Company or the families, dependants or connections of such persons, and to grant pensions, gratuities and allowances to and to make payments towards insurance for the benefit of such persons as aforesaid, their families,

dependants or connections and to subscribe or contribute to any charitable, benevolent or useful object of a public character.

(S) To distribute among the members in specie any property of the Company, or any proceeds of sale or disposal of any property of the Company, and for such purpose to distinguish and separate capital from profits, but so that no distribution amounting to a reduction of capital be made except with the sanction (if any) for the time being required by law

(T) To do all or any of the above things in any part of the world either alone or in conjunction with others and either as principals, agents, contractors, trustees or otherwise and either by or through agents, sub-contractors, trustees or otherwise.

(U) To do all such other things as may be deemed incidental or conducive to the attainment of the above objects or any of them.

It is hereby declared that the foregoing sub-clauses shall be construed independently of each other and that none of the objects mentioned in any sub-clause shall be deemed to be merely subsidiary to the objects mentioned in any other sub-clause.

4. The liability of the members is limited.

5. The share capital of the Company is £1,000 divided into shares 1000 of £ 1 each. The Company has power to increase the share capital and to divide the shares (whether original or increased) into several classes and attach thereto any preferred, deferred or other special rights, privileges or conditions as regards dividends, repayment of capital, voting or otherwise.

Company No; 1903989

The Companies Act 1985

Special Resolution of Goldsborough Homecare and Nursing Services Limited

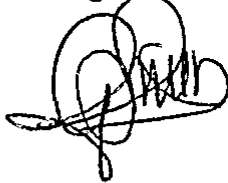
At an Extraordinary General Meeting of the above named company, duly convened and held at Techno House, Low Lane, Horsforth, Leeds, LS18 4DF on the 4th October 1991, the following Special Resolution was duly passed:

It was resolved that;

The following clause be added to the 'Proceedings of Directors' section in the Articles of Association of the Company.

'Any director may participate in a meeting of the directors by means of conference, telephone or similar communications equipment whereby all persons participating in a meeting in this manner shall be deemed to be present at such meeting.'

Signed



CHAIRMAN



THE COMPANIES ACT 1985
COMPANIES LIMITED BY SHARES
WRITTEN RESOLUTIONS OF
GOLDSBOROUGH HOMECARE & NURSING SERVICES LIMITED

We, being members of the Company entitled to receive notice of and to attend and vote at general meetings of the Company HEREBY UNANIMOUSLY PASS the following resolutions as special resolutions of the Company pursuant to Section 381A of the Companies Act 1985, on 20 October 1994.

RESOLUTIONS

1. That the authorised share capital of the Company be increased to £2,000,000 by the creation of 1,970,000 ordinary shares of £1 each.
2. Authority to allot shares

That, pursuant to section 80 Companies Act 1985, the directors be and they are hereby authorised generally and unconditionally to allot the relevant securities (as defined in section 80 of the Companies Act 1985) to an aggregate nominal amount of £2,000,000 provided that this authority, unless renewed, shall expire on the date five years from the date on which this resolution is passed save that the Company may before such expiry make an offer or agreement which would or might require relevant securities to be allotted after such expiry and the directors may allot the relevant securities in pursuance of such offer or agreement as if the authority conferred hereby had not expired.

Signed D. Mori Dated 21.10.94

For and on behalf of

Goldsborough Homecare & Nursing Services Limited

2 October 1994



G

COMPANIES FORM No. 123

**Notice of Increase
in nominal capital****123**Please do not
write in
this margin

Pursuant to section 123 of the Companies Act 1985

Please complete
legibly, preferably
in black type, or
bold block letteringTo the Registrar of Companies
(Address overleaf)

For official use

Company number

--	--	--	--

1903989

Name of company

GOLDSBOROUGH HOMECARE & NURSING SERVICES LIMITED
--

* insert full name
of companygives notice in accordance with section 123 of the above Act that by resolution of the company
dated 2 October 1994 the nominal capital of the company has beenincreased by £ 1970000 beyond the registered capital of £ 30000.§ the copy must be
printed or in some
other form approved
by the registrar

A copy of the resolution authorising the increase is attached. § ✓

The conditions (eg. voting rights, dividend rights, winding-up rights etc.) subject to which the new
shares have been or are to be issued are as follow:No changePlease tick here if
continued overleaf


--

‡ Insert
Director,
Secretary,
Administrator,
Administrative
Receiver or
Receiver
(Scotland) as
appropriateSigned Dave MorrisDesignation Company Secretary Date 22/95.Presentor's name address and
reference (if any):

D.R MORRIS FEA
GOLDSBOROUGH LIMITED
BRIDGE HOUSE
OUTWOOD LANE
HORSFORTH
LEEDS LS18 4UP

For official Use
General Section

Post room

		
A31	AJS308JS	226
COMPANIES HOUSE 01/02/95		