

Company Number 01908750

The Companies Acts 1985 to 2006

Written Resolution

of

PEGASUS LIMITED
("the Company")

We the undersigned being all the members of the Company for the time being having the right to attend and vote at general meetings hereby pass the following resolution as a **SPECIAL RESOLUTION** and agree that the resolutions shall be as valid and effective as if passed at a general meeting duly convened and held.

It is resolved THAT

- 1 The entire authorised and issued share capital of the Company, which is 2,803,434 ordinary shares of £1 00 each, be transferred to Huntleigh Healthcare Limited for a consideration of £19,062,000

Dated this 1st day of August 2007

Signed



Richard Bloom
Company Secretary

TUESDAY



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A53

04/09/2007

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COMPANIES HOUSE