

THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION

of

HAVEN SERVICES LIMITED
("the Company")

Passed on 19th November 1996

We, the undersigned, being all the Members of the Company for the time being entitled to receive notice of and to attend and vote at General Meetings of the Company HEREBY PASS the following resolution as a Written Resolution with the intention that the said resolution shall, pursuant to Clause 53 of Table A (which Clause is embodied in the Articles of Association of the Company), 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.

WRITTEN RESOLUTION

1. That Clause 3 of the Memorandum of Association of the Company be amended by the deletion of the existing Clause 3(A) and the substitution of a new Clause 3(A) in the form of the draft clause attached hereto and initialled by the signatories hereto for the purposes of identification.

Dated: 19th November 1996

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Care UK Plc

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Care UK Plc and



3. The Company's objects are:-

- (A) (i) to purchase, take on lease, exchange, lease or otherwise deal in and to hold for the purpose of investment, development or resale and to traffic in any freehold, leasehold or other property for any estate or interest whatever, and any options, rights, privileges or easements over or in respect of the same and to purchase, exchange or otherwise deal in stocks, debentures, debenture stock, bonds, obligations or securities of any government, state or authority or of any public or private company, corporate or unincorporated; to make advances upon the security of land or house or other property or any interest therein.
- (ii) to carry on all or any of the businesses of building and civil engineering contractors, land, estate and property developers, repairers and jobbers, estate agents and managers, mortgage and insurance brokers, and agents, surveyors, valuers and auctioneers, builders' merchants.
- (iii) to carry on all or any of the businesses of setting up owning and operating nursing homes, old peoples' homes and clinics of all kinds, the provision of residential, medical, social, domestic and other facilities and equipment for the recuperation, care, attention, entertainment, enjoyment and well-being of the residents or patients therein and to fit up, furnish and equip any property for the purpose of accommodating sick or convalescent or elderly persons or persons requiring treatment or care of any kind; to provide consultancy services in connection with any such purposes aforesaid and to engage in the marketing of the same or any of them and to keep and publish registers, books, journals, pamphlets and information in any manner in connection therewith; to provide hotels, restaurants and other facilities for permanent or temporary accommodation of any persons; to buy, sell, lease, let on hire and deal in any equipment in connection with any such purposes aforesaid and in all requisites for hospitals, patients and invalids; to provide and act as providers of care for individuals in nursing homes and in the wider community including providing nursing and care assistance to any person in any place and employing nurses care assistants and other staff to operate such care and to act as merchants generally.
- (iv) to carry on all or any of the businesses of a holding company of other companies, firms and businesses, and to acquire by purchase, lease, concession, grant, licence or otherwise such businesses, options, rights, privileges, lands, buildings, leases, underleases, stock, shares, debentures, debenture stock, bonds, obligations, securities, reversionary interests, annuities, policies of assurance and other property and rights and interests in property as the Company shall deem fit, and whether in a nominee capacity or for the Company's own account; and generally to hold, manage, develop, lease, sell or dispose of the same, and to vary any of the investments of the Company; to act as trustees of any deeds constituting or securing any debentures, debenture stock or other securities or obligations; to enter into, assist or participate in financial, commercial, mercantile, industrial and other transactions, undertakings and businesses of every description, and to establish, carry on, develop

and extend the same or sell, dispose of or otherwise turn the same to account; and to co-ordinate the policy and administration of any companies of which the Company is a member or which are in any manner controlled by or connected with the Company; to act as company secretary alone or jointly with any other person or persons for any company or companies incorporated in any part of the world, and to provide administrative, legal, technical and financial services of every description to other companies, firms and persons; to act as business and office managers.

(v) to carry on the business of a general commercial company and any other trade or business whatever which can in the opinion of the Board of Directors be advantageously carried on in connection with or ancillary to any of the businesses of the Company.