

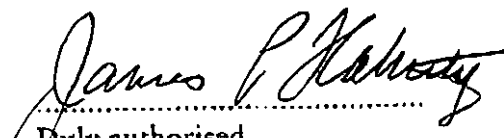
Company No: 2003672

QUALITY CARE HOMES LIMITED
(the "Company")

WRITTEN RESOLUTION

We, the undersigned, being the only member of the Company who (at the date of this Resolution) would be regarded for the purposes of section 381A of the Companies Act 1985 as entitled to attend and vote at a General Meeting of the Company, hereby agree in accordance with such section to the following Resolution (which would otherwise be required to be passed as a special resolution):-

THAT the entry by the Company into a Property Sale Agreement to be made between the Company (1) and Evedale Care Home Limited ("Evedale") (2) and a Business Sale Agreement to be made between the same parties in connection with the sale by the Company to Evedale of the property known as Evedale Nursing Home, Occupation Road, off Burns Road, Coventry CV2 4AB and of the mental nursing and residential care home business carried on there and into any other transactions, agreements or arrangements connected therewith, be approved both generally and, so far as necessary, for the purposes of section 320 of the Companies Act 1985; and that the Directors of the Company be authorised and directed to cause the Company to enter into such Agreements and such other transactions, agreements or arrangements notwithstanding any limitation in the Directors' powers which would otherwise apply with respect to the same.


.....
Duly authorised
for and on behalf of
PRINCIPAL HEALTHCARE PLC
09 February, 1998

02 JAN 1998 DS/281219_1(54CE8)

