

ESKGROVE HEALTHCARE LIMITED

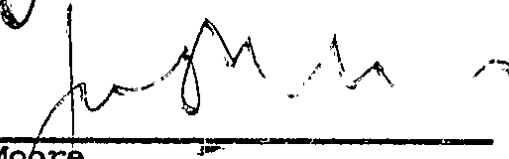
2006031

We, the undersigned, being all the member entitled for the time being to attend and vote at general meetings of the above Company, hereby resolve that the following resolution be a special resolution of the Company:-

That new Articles of Association in the form of the document annexed hereto and marked for identification "A" be adopted by the Company as its Articles of Association to the exclusion of all existing Articles.



For and on behalf of
JOHN McLEOD



John Moore
(By John McLeod duly appointed
Attorney)

Dated 8 October 1993



A

THE COMPANIES ACT 1985

THE ARTICLES OF ASSOCIATION

OF

ESKGROVE HEALTHCARE LIMITED



WILLIAM FRY
Audrey House
15-20 Ely Place
London EC1N 6SN

L11180-003-0044fh

COMPANIES ACT 1985

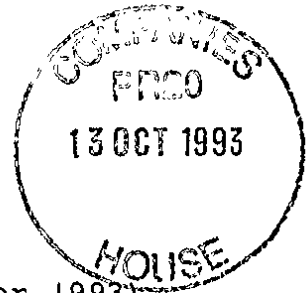
COMPANY LIMITED BY SHARES

NEW

ARTICLES OF ASSOCIATION

OF

ESKGROVE HEALTHCARE LIMITED



(adopted by special resolution dated 8 October 1993)

REGULATIONS

1. The Regulations contained in Table A in the Companies (Tables A to F) Regulations 1985 (which table is hereinafter called "Table A") and with the exception of Regulations 8, 35, 50, 53, 64 to 69 (inclusive), 73 to 81, 87 to 91 (inclusive), 93 to 98 (inclusive), 112 and 115 shall apply to the Company save in so far as they are excluded or modified hereby and such Regulations together with the Articles hereinafter contained shall constitute the Regulations of the Company.

SHARES

2. The capital of the Company is £10,000 divided into 10,000 ordinary shares of £1 each.
3. For the purpose of Section 80 of the Act, the Directors of the Company are generally and unconditionally authorised to allot relevant securities as defined by Section 80 (2) of the Act up to a maximum of the authorised but as yet unissued share capital of the Company at the date of adoption of these Articles. This authority shall expire five years after the date of adoption of these Articles but may be previously revoked or varied by the Company in general meeting and may be renewed by the Company in general meeting for a further period not exceeding five years from the date of such renewal. The Company may make any offer or agreement before the expiry of this authority which would or might require relevant securities to be allotted after this authority has expired and the Directors may allot relevant securities in pursuance of any such offer or agreement.
4. Section 89(1) of the Act shall not apply to the allotment of equity securities in the Company.
5. Any preference shares may be issued on the terms that they are, or, at the option of the Company are, liable to be redeemed on such terms and in such manner as the Company before the issue of the shares may by special resolution determine.

LIEN

6. The Company shall have a first and paramount lien on every share for all moneys (whether immediately 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 standing registered in the name of any person whether he be the sole registered holder thereof or one of two joint holders for all moneys immediately payable by him or his estate to the Company, but the Directors may at any time declare any share to be wholly or in part exempt from the provisions of this Regulation. The Company's lien on a share shall extend to all dividends payable thereon.

TRANSFER OF SHARES

7. An instrument of transfer of a share (other than a partly paid share) need not be executed on behalf of the transferee and need not be attested.

VARIATION OF RIGHTS

8. (a) Whenever the share capital of the Company is divided into different classes of shares, the special rights attached to any class may, subject to the provisions of the Act, be varied or abrogated, either with the consent in writing of the holders of three-fourths of the issued shares of the class, or with the sanction of an Extraordinary Resolution passed at a separate general meeting of the holders of the shares of the class (but not otherwise), and may be so varied or abrogated either whilst the Company is a going concern or during or in contemplation of a winding-up. To every such separate general meeting, all the provisions of these Articles relating to general meetings of the Company and to the proceedings thereat shall mutatis mutandis apply, except that the necessary quorum shall be two persons at least holding or representing by proxy one-third in nominal amount of the issued shares of the class (but so that if at any adjourned meeting a quorum as above defined is not present, any two holders of shares of the class present in person or by proxy shall be a quorum) and that any holder of shares of the class present in person or by proxy may demand a poll, and that every such holder shall on a poll have one vote for every share of the class held by him.
- (b) The special rights attached to any class of shares having preferential rights shall not, unless otherwise expressly provided by the terms of issue thereof be deemed to be varied by the creation or issue of further shares ranking as regards participation in the profits or assets of the Company in some or all respects pari passu therewith but in no respect in priority thereto provided that the special rights

attaching to the Shares shall not be deemed to be varied by any issue of shares of any class by way of rights regardless of whether the holders of such Shares or any of them elect to take up their entitlements to shares under such issue.

MEETINGS

9. A poll may be demanded by the Chairman or by any member present in person or by proxy and Regulation 46 of Table A shall be modified accordingly.
10. Where any meeting of the Company is held at short notice pursuant to the provisions of the Act governing such meetings, it shall be sufficient if the instrument appointing a proxy (and the power of attorney or other authority, if any, under which it is signed, or a notarially certified copy of such power or authority) is deposited with the Chairman of the meeting immediately upon the commencement of such meeting.
11. A resolution in writing signed by or on behalf of all the members of the Company entitled to receive notice of and to attend and vote at a general meeting shall be valid and effectual as if it had been passed at a general meeting of the Company duly convened and held and may consist of several documents in the like form each signed by one or more members (or being bodies corporate by their duly authorised representatives).

INTERESTS OF DIRECTORS

12. A Director who is in any way either directly or indirectly interested in a contract or arrangement or proposed contract or arrangement with the Company:-
 - (a) shall declare the nature of his interest at a meeting of the Directors in accordance with Section 317 of the Act;
 - (b) subject to such disclosure, shall be entitled to vote in respect of any contract or arrangement in which he is interested and he may be taken into account in ascertaining whether a quorum is present.

PROCEEDINGS OF DIRECTORS

13.
 - (a) The Directors holding office on the date these Articles come into force shall continue to hold office subject to the provisions of these Articles.
 - (b) The number of the Directors shall not be less than two nor, unless and until otherwise determined by the Company by ordinary resolution, more than ten.

14. The quorum for the transaction of the Business of the directors shall be not less than two directors.
15. The Directors may appoint one of their number to be the Chairman of the Board of Directors and may at any time remove him from that office. The director so appointed shall preside at every meeting of Directors at which he is present but in the absence of such a director, or if such director is unwilling to preside or is not present within five minutes after the time appointed for the meeting, the Directors present may appoint one of their number to be Chairman of the meeting. The Chairman shall not have a second or casting vote.
16. A Director shall not require a share qualification but nevertheless shall be entitled to receive notice of and to attend and speak at any general meeting of or any separate meeting of the holders of any class of shares in the Company.
17. The Directors shall have power at any time and from time to time to appoint any person to be a Director, either to fill a casual vacancy or as an addition to the existing Directors, but so that the total number of Directors shall not at any time exceed the number fixed in accordance with these regulations.
18. The office of a Director shall be vacated if the Director:-
 - (a) is adjudged bankrupt in the State or in any part of the World or makes any arrangement or composition with his creditors generally;
 - (b) becomes prohibited from being a Director by reason of any order made under the Act;
 - (c) in the opinion of all his co-Directors becomes incapable by reason of mental disorder of discharging his duties as Director;
 - (d) resigns such office by notice in writing to the Company;
 - (e) is convicted of any criminal offence other than an offence which in the reasonable opinion of the Directors does not affect his position as a Director of the Company; or
 - (f) is removed from office by a resolution duly passed pursuant to the Act or under the provisions of the next succeeding Article hereof.
 - (g) is requested in writing to resign by each of his co-directors.

19. In addition to and without prejudice to the provisions of the Act, the Company may by ordinary resolution remove any Director before the expiration of his period of office notwithstanding anything in these regulations or in any agreement between the Company and such Director. Any such removal shall be without prejudice to any claim such Director may have for damages for breach of any contract of service between him and the Company. The Company may, by ordinary resolution, appoint another person in place of any Director so removed from office.
20. Any Director who serves on any committee or who devotes special attention to the business of the Company or who otherwise performs services which in the opinion of the Directors are outside the scope of the ordinary duties of a Director, may be paid such extra remuneration by way of salary, percentage of profits or otherwise as the Directors may determine.
21. A resolution in writing signed by all of the Directors entitled to receive notice of a meeting of Directors shall be as valid and effectual as if it had been passed at a meeting of Directors duly convened and held and may consist of several documents in the like form each signed by one or more of the Directors for the time being entitled to receive notice of meetings of the Directors.
22. A meeting of the Directors may, subject to notice thereof having been properly given, be for all purposes deemed to be held when a Director is or Directors are in communication by telephone or televisual means with another Director or Directors and all of the said Directors agree to treat the meeting as so held, provided that the number of the said Directors constitutes a quorum of the Board hereunder, and a resolution passed by majority of the said Directors shall be as valid as it would have been if passed by them at an actual meeting convened and held.

ALTERNATE DIRECTORS

23. (a) Any Director may by writing under his hand appoint (i) any other Director, or (ii) any other person who is approved by the Board of Directors as hereinafter provided, to be his alternate and every such alternate (subject to his giving to the Company an address within the United Kingdom of Great Britain and Northern Ireland at which notices may be served on him) shall be entitled to receive notices of all meetings of the Directors and, in the absence from the Board of the Director appointing him to attend and vote at meetings of the Directors, and to exercise all the powers, rights, duties and authorities of the Director appointing him (other than the right to appoint an alternate hereunder) provided always that no such appointment of a person other than a Director shall be operative unless and until the approval of

the Board of Directors by a simple majority of the whole Board shall have been given and entered in the Directors' Minute Book.

- (b) A Director may at any time revoke the appointment of any alternate appointed by him and subject to such approval as aforesaid appoint another person in his place and if a Director shall die or cease to hold the office of Director the appointment of his alternate shall thereupon cease and determine. An alternate Director shall not be counted in reckoning the maximum number of Directors allowed by the Articles of Association for the time being. A Director acting as alternate shall have an additional vote at meetings of Directors for each Director for whom he acts as alternate but he shall count as only one for the purpose of determining whether a quorum be present.
- (c) Every person acting as an alternate Director shall be an officer of the Company and shall alone be responsible to the Company for his own acts and defaults and he shall not be deemed to be the agent of or for the Director appointing him. The remuneration of any such alternate Director shall be payable out of the remuneration paid to the Director appointing him and shall consist of such portion of the last mentioned remuneration as shall be agreed between the alternate and the Director appointing him.
- (d) Any appointment or revocation by a Director under this Article shall be effected by notice in writing given under his hand and delivered to the Secretary or lodged at the registered office of the Company.

POWERS OF DIRECTORS

- 24. (a) 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 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. Debentures, debenture stock and other securities may be made assignable free from any equities between the Company and any person to whom the same may be issued. Any debentures or debenture stock may be issued at a discount, premium or otherwise and with any special rights as to redemption, surrender, drawings, allotment of shares, attending and voting at general meetings of the Company, appointment of Directors or otherwise.
- (b) Without prejudice to the powers conferred by Regulation 87 of Table A, the Directors may establish and maintain, or procure the establishment and maintenance of, any pension or superannuation funds

(whether contributory or otherwise) for the benefit of, and give or procure the giving of donations, gratuities, pensions, allowances and emoluments to, any persons (including Directors and other officers) who are or were at any time in the employment or service of the Company, or of any company which is or was a subsidiary of the Company or allied to or associated with the Company or any such subsidiary or any of the predecessors in business of the Company or of any such other company, and the spouses, widows, widowers, families and dependants of any such persons, and make payments to for and towards the insurance of or provide benefits otherwise for any such persons.

NOTICES

25. A member who has no registered address the United Kingdom of Great Britain and Northern Ireland and has not supplied to the Company an address within the United Kingdom of Great Britain and Northern Ireland for the giving of notices to him shall not be entitled to receive any notices from the Company but shall be bound by every notice or document served by the Company on every member who has supplied such an address.
26. Every person who, by operation of law, transfer, or other means shall become entitled to any share shall be bound by every notice or other document which, previous to his name and address being entered on the register in respect of such share, shall have been given to the person in whose name the share shall have been previously registered.
27. Any notice or document sent by post to the registered address of any member in pursuance of these presents shall, notwithstanding that such member be then deceased and whether or not the Company have notice of his decease, be deemed to have been duly served in respect of any shares held by such member (whether solely or jointly with any other person or persons) until some other person or persons be registered in his stead as the holder or joint holders thereof, and such service shall for all purposes of these presents be deemed a sufficient service of such notice or document on his or her executors or administrators, and all persons (if any) jointly interested with him or her in any such share.
28. The signature to any notice to be given by the Company may be written or printed.

INDEMNITY

29. Subject to the Provisions and so far as may be permitted by the Act, every Director, auditor, secretary, or other officer of the Company shall be entitled to be indemnified out of the assets of the Company against all costs, charges, losses, expenses or liabilities which he may

sustain or incur in or about the execution of the duties of his office or otherwise in relation thereto. Regulation 118 of Table A shall be extended accordingly.

SECRECY

30. No member shall be entitled to require discovery of or any information respecting any detail of the trading of the Company or any matter which is or may be in the nature of a trade secret, mystery of trade, or secret process which may relate to the conduct of the business of the Company, and which, in the opinion of the Directors, it would be inexpedient in the interests of the members of the Company to communicate to the public.

0044fh