

THE COMPANIES ACT 1985
Company Number 2058177

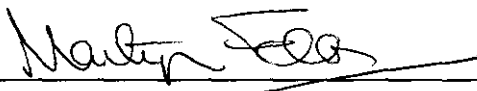
**ELECTIVE RESOLUTION of
HEALTHCALL MEDICAL (HOLDINGS) LIMITED**

Passed this 1st day of June 2005

At an Extraordinary General Meeting of the Company held at Beaconsfield Court, Beaconsfield Road, Hatfield, Herts AL10 8HU the following resolution was passed as an Elective Resolution.

"THAT the Company hereby elects:

1. pursuant to Section 252 of the Act, to dispense with the laying of accounts and reports before the company in general meeting;
2. pursuant to Section 366A of the Act, to dispense with the holding of annual general meetings;
3. pursuant to Section 386 of the Act, to dispense with the obligation to appoint auditors annually. "


Chairman

