

Company No: 2130273

The Companies Acts 1985 and 1989

WRITTEN RESOLUTIONS

OF

**WARWICKSHIRE NURSING AND
CARE AGENCY LIMITED**



WRITTEN RESOLUTIONS of the members of the above named company taking effect as **SPECIAL RESOLUTIONS** pursuant to the Company's Articles of Association and the Companies Act 1985.

We, the undersigned, together being all the members of the above named company entitled to attend and vote at general meetings of the above named company, hereby resolve as follows:

- 1 **THAT** the existing 100 issued Ordinary Shares of £1 each of the Company ("Ordinary Shares") identified in the list attached to these resolutions, together with the 900 existing unissued Ordinary Shares of £1.00 each be and are hereby converted into and re-designated as 10,000 Ordinary Shares of £0.10 each, carrying the rights and obligations conferred by the Company's Articles of Association as amended by resolution 3 below.
- 2 **THAT** the existing issued 1000 Ordinary Shares of £0.10 each of the Company ("Ordinary Shares") specified in the list attached to these resolutions, be and are hereby converted into and re-designated as 866 'A' Ordinary Shares 18 'B' Ordinary Shares and 116 'C' Ordinary Shares,

carrying the rights and obligations set out in the Company's Articles of Association as amended by resolution 4 below.

3 **THAT** the Company's Articles of Association be amended by:

- (a) Renumbering the existing clause 4 as clause 4.1;
- (b) Inserting a new clause 4.2 set out below:

"4.2 The share capital of the company at 1999 is £1,000 divided into 9,000 ordinary shares of 10 pence each ("ordinary shares"), 866 A ordinary shares of 10 pence each ("A ordinary shares") 18 B ordinary shares of 10 pence each ("B ordinary shares") and 116 C ordinary shares of 10 pence each ("C ordinary shares") each having the rights and privileges set out in these Articles.

(A) The rights attaching to the respective classes of shares are as follows:

- (1) As regards income any profit which the Company resolves to distribute to the holders of the ordinary shares of class 'A' 'B' or 'C' shall be allocated and divided among them in the following proportions "A" Ordinary Shares 86.6%, "B" Ordinary Shares 1.8% and "C" Ordinary Shares 11.6% regardless of the number of shares in any particular class.
- (2) As regards capital, on a return of capital, whether on liquidation or otherwise, the assets of the Company available for distribution to its members remaining after the payment of its liabilities shall be distributed to the holders of the ordinary shares in the following proportions "A" Ordinary Shares 86.6%, "B" Ordinary Shares 1.8% and "C" Ordinary Shares 11.6% regardless of the number of shares in any particular class.

- (3) As regards voting each ordinary share of whatever class "A", "B" or "C" shall confer on the holders thereof voting rights in the following proportions "A" Ordinary Shares 86.6%, "B" Ordinary Shares 1.8% and "C" Ordinary Shares 11.6% regardless of the number of shares in any particular class;
- (c) by adding the following Article as a new Article 32.

“32 The Directors may, with the sanction of any Ordinary Resolution of the company, offer the holders of any shares in the capital of the company the right to elect to receive new shares of the same class, credited as fully paid, instead of cash, wholly or partly in place of such dividend or dividends as are specified by such Resolution (provided that the nominal value of such new shares may be less than, the same as or more than the amount of the relevant cash dividend). In the event of such sanction being given, the following provisions shall apply:

- (A) the said Resolution may specify a particular dividend, or may specify all or any dividends declared within a specified period, but such period may not end later than the beginning of the Annual General Meeting next following the date of the meeting at which such Resolution is passed;
- (B) the entitlement of each shareholder to new shares of the same class shall be calculated on such basis (in terms of the number of new fully paid shares for each amount of dividend foregone) as the Directors may determine;
- (C) the basis of allotment shall be such that no shareholder may receive a fraction of a share;

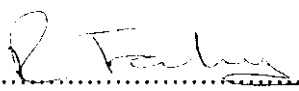
- (D) the Directors shall notify the holders of shares in writing of the right of election offered to them, and shall send with, or following, such notification forms of election and specify the procedure to be followed and place at which, and the latest time by which, duly completed forms of election must be lodged in order to be effective;
- (E) the dividend (or that part of the dividend in respect of which a right of election has been offered) shall not be payable on shares in respect whereof the said election has been duly made ("the elected shares") and instead thereof additional shares shall be allotted on the basis of allotment determined as aforesaid. For such purpose the Directors shall capitalise out of such of the sums standing to the credit of reserves (including any share premium account, revaluation reserve or capital redemption reserve) or any of the profits which could otherwise have been applied in paying dividends in cash as the Directors may determine a sum equal to the aggregate nominal amount of the additional shares to be allotted on such basis and apply the same in paying up in full the appropriate number of unissued shares of the relevant class for allotment and distribution to and amongst the holders of the elected shares on such basis;
- (F) the additional shares so allotted shall rank *pari passu* in all respects with the fully paid shares of the same class then in issue save only as regards participation in the relevant dividend or share election in lieu thereof."

List of Existing Issued Shares Being Converted

Name of Shareholder	Ordinary Shares to be Re-designated as A, B & C Ordinary Shares
Rosaleen Mary Fahy	50
Dermot Joseph Fahy	50
Totals	<hr/> 100 <hr/>


AND WE, the undersigned, hereby consent to all such variations and abrogations in the rights attaching to the shares held by us as may be inherent in or result from the passing of the above resolutions.

Taking effect as special resolutions on the last date of signature set out below, a copy having been sent to the Company's auditors before being delivered to the members for signature.

Signed: 

Rosaleen Mary Fahy

Date of signature: 2/5/99 1999

Signed: 

Dermot Joseph Fahy

Date of signature: 2 August 1999