

**PARKCARE HOMES LIMITED (THE "COMPANY")**

**MEMBER'S WRITTEN RESOLUTIONS**

We, the undersigned, being the sole member of the Company who (at the date hereof) would have been entitled to vote upon the resolutions set out below if they had been proposed at a general meeting at which we were present, hereby agree, pursuant to regulation 53 of Table A of the Companies Act 1985 (the "**Act**") (adopted by the Company's articles of association) to the passing of the resolutions set out below which would otherwise be required to be passed as ordinary resolutions.

**ORDINARY RESOLUTIONS**

1. THAT the authorised share capital of the Company be increased from £ 50,000 to £ 4,800,000 by the creation of an additional 4,750,000 ordinary shares of £1.00 each identical to and ranking pari passu with the existing ordinary shares of £1.00 each in the capital of the Company.
2. THAT the directors be generally and unconditionally authorised for the purposes of section 80 of the Act to exercise all the powers of the Company to allot relevant securities (within the meaning of section 80(2) of the Act) up to an aggregate nominal amount of £ . This authority shall expire on the date which falls five years following the date of this resolution save that the Company may before such expiry make an offer or agreement which would or might require relevant securities to be allotted after such expiry and the directors may allot relevant securities in pursuance of such offer or agreement as if the authority conferred hereby had not expired. This authority shall be in substitution for and shall replace any existing authority pursuant to the said section 80 of the Act to the extent not utilised at the date this resolution is passed.



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for and on behalf of  
**Craegmoor Holdings Limited**

*11 March* 2006

