

Company No: 2456170

The Companies Act 1985
WRITTEN RESOLUTION
of

DONCASTER CARE DEVELOPMENTS LIMITED (the "Company")

Dated *20th February* 2002

We the undersigned, being the members of the Company, hereby pass the following Resolution as a Special Resolution of the Company pursuant to regulation 53 of Table A, Companies Act 1985 and confirming that such Resolution shall be valid and effective as if it had been passed at an Extraordinary General Meeting of the Company duly convened and held:-

SPECIAL RESOLUTION

1. THAT, the Articles of Association of the Company be amended by the deletion in its entirety of clause 8 and its replacement by the following wording:

"Notwithstanding anything contained in these Articles, the Company and the directors shall not decline to register any transfer of shares, nor may they suspend such registration, where such transfer:

- (a) is to any Secured Party; or
- (b) it is delivered to the Company for registration by a Secured Party in order to perfect its security over the shares; or
- (c) it is executed by a Security Party pursuant to the power of sale or otherwise under such security,

and furthermore notwithstanding anything to the contrary contained in these Articles no transferor of any shares in the Company or proposed transferor of such shares to a Secured Party and no Secured Party shall be required to offer the shares which are or are to be the subject of any such aforementioned transfer to the shareholders for the time being of the Company or any of them, and no such shareholder shall have any right under the Articles or otherwise howsoever to require such shares to be transferred to them whether for consideration or not. Furthermore, notwithstanding anything



contained in these Articles, the Company and the directors shall not be entitled to exercise any lien which the Company has in respect of its shares.

For the purposes of this Article, 'Secured Party' mean any bank or financial institution (including, without limitation, Barclays Bank PLC) to which a security interest has been granted over the shares in the Company, or any nominee, receiver or other entity acting on its behalf."

Dated: *18th February* 2002


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Signed on behalf of Trinity Care Plc