

No. 2582268

THE COMPANIES ACT 1985

WRITTEN RESOLUTIONS

of

FERGUSON CARE LIMITED

We, the undersigned, being the sole member of the above-named Company ("the Company") who at the date of these resolutions is entitled to attend and vote at general meetings of the Company resolve in accordance with section 381A of the Companies Act 1985 (the "Act"):

ELECTIVE RESOLUTIONS

- 1 THAT pursuant to sections 80A(1) and 379A of the Act, the Company elects that the provisions of section 80(A) of the Act shall apply instead of the provisions of section 80(4) and (5) of the Act in relation to the giving or renewal, after this election, of an authority under that section 80.
- 2 THAT pursuant to sections 252 and 379A of the Act, the Company elects to dispense with the laying of the Company's accounts and reports before the Company in general meeting in 2003 and subsequent years.
- 3 THAT pursuant to sections 366A and 379A of the Companies Act 1985, the Company elects to dispense with the holding of annual general meetings in 2003 and subsequent years.
- 4 THAT pursuant to sections 379A and 386 of the Companies Act 1985, the Company elects to dispense with the obligation to appoint auditors annually.

Date: 03/03/

2003

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R. G. [Signature]

