

No. 02663868


FARM PLACE LIMITED

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 (adopted by article 1 of the Company's articles of association) to the passing of the resolutions set out below (which would otherwise be required to be passed as special resolutions) by way of written resolution:

THAT:-

- (1) the share capital of the Company be and is hereby reduced by £2 such reduction to be effected by cancelling 2 of the ordinary shares of £1 each in the capital of the Company registered in the name of Priory Specialist Health Limited; and
- (2) the amount standing to the credit of the share premium account of the Company be and is hereby cancelled.


for and on behalf of
Priory Specialist Health Limited

Date: 25 November 2002

Certified true copy
26/11/02
JSMF

