

12-06-97

Company Number 2692545

COMPANIES ACT 1985 AND 1989

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTIONS OF

COMMUNITY CARELINE SERVICES LIMITED

The following resolutions were duly passed pursuant to Section 381A of the Companies Act 1985 together with the articles of association and all other powers in that behalf on 31<sup>st</sup> May 1997

WRITTEN RESOLUTIONS

- 1 THAT the authorised share capital of the Company be hereby increased from £1,000 to £2,153 by the creation of 1,153 ordinary shares of £1 each ranking pari passu in all respects with the existing 1,000 ordinary shares in the Company such shares having the rights set out in the articles of association of the Company.
- 2 THAT the directors be unconditionally authorised for the purposes of Section 80 of the Companies Act 1985 to allot and dispose of the Company's shares to such persons, on such terms and in such manner as they think fit up to a total authorised share capital of the Company of £2,153 at any time during the period of five years from the date hereof.
- 3 THAT by virtue of Section 95(1) of the Companies Act 1985, Section 89(1) shall not apply to the allotment of shares

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pursuant to the authority conferred by the preceding resolution.

- 4 THAT the provisions of article 2(b) of the Company's articles of association shall not apply to the allotment of any of the shares created by resolution numbered 1 above.
- 5 THAT the entry by the Company into an agreement with Kays Food Group plc ("Kays") (a final draft of which has been produced to the shareholders) providing for the allotment to Kays of 753 ordinary shares in the capital of the Company and a loan of £200,000 by Kays to the Company be and is hereby approved.
- 6 THAT in accordance with an agreement made on 26 March 1997 the proposed issue to each of BJA Cackett and J W Cackett of 140 ordinary shares in the capital of the Company be and is hereby approved payment for the same having agreed to be made by capitalisation of debt due from the Company to such persons on 26 March 1997.

Date:

5 May 1997

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Director