

The Companies Act 1985

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION

of

CRYSTALGLEN LIMITED



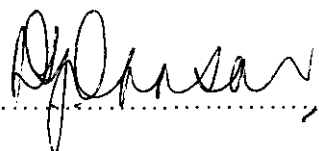
Passed 15 June 2001

In accordance with the Company's articles of association and section 381A of the Companies Act 1985, we the undersigned being or representing all the members of the Company for the time being entitled to receive notice of and attend and vote at a general meeting of the Company, **HEREBY RESOLVE** as follows:-

RESOLUTION

That with effect from the passing of this resolution and subject to compliance with sections 155 to 158 of the Companies Act 1985 the terms of, the arrangements contemplated by and the execution, delivery and performance by the Company of the following documents (which will constitute the giving of financial assistance by the Company as described in the Explanatory Memorandum) be approved:

1. the Senior Guarantor Accession Memorandum;
2. the Mezzanine Guarantor Accession Memorandum;
3. the Debenture;
4. the Intra-Group Loan Agreement; and
5. the Intercreditor Accession Deed.


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Date 15 June 2001

Signed by the Company's sole member
Transworld Healthcare (UK) Limited as
attorney for and on behalf of John Menniss
and Marian Medcraft