THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION

-of-

NIGHTINGALE CARE BEDS LIMITED

('the Company')

By written resolution of the Company dated $Q^{\tau \kappa}$ November 2001 the following resolution was duly passed as a special resolution of the Company.

I the undersigned being the sole member of the Company having the right to vote at general meetings signify my assent to the passing of the resolution set out below under the provisions of Section 381A and Schedule 15A of the Companies Act 1985 to the effect that such resolution shall be deemed to be as effective as if it had been passed at a general meeting of the Company duly convened and held.

RESOLUTION

THAT the authorised share capital of the Company be and is hereby increased from £2,000 to £110,000 by the creation of 108,000 Ordinary Shares of £1 each.

John Russell Heator

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