



Company number 02839879

THE COMPANIES ACT 1985 TO 1989

COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION

OF

WESTMINSTER BEAUMONT PROPERTIES (EDGBASTON) LIMITED

(the "Company")

In accordance with article 71 of Table A (forming part of the Company's articles of association) we the undersigned, being the sole member of the Company who at the date of this resolution is entitled to attend and vote at a general meeting of the Company hereby unanimously resolve that the following resolution shall have effect as if it had been passed at a general meeting of the Company duly convened and held:

RESOLUTION

- 1 That the articles of association of the Company be and are hereby amended by the addition of the following: "Subject to Articles 41 and 42," before the first sentence of Article 8; and new Articles 41 and 42 of the articles of association of the Company:

" 41 The Directors shall not decline to register any transfer of shares where such transfer is executed by or in favour of any bank or institution to whom such shares have been charged or mortgaged nor may the Directors suspend registration of any Member which is a bank or institution or any other person to whom such shares have been transferred, charged or mortgaged. A certificate by any office of such bank or institution that the relevant shares are so transferred, charged or mortgaged shall be conclusive evidence of such fact for the purposes of registering a transfer of such shares.

42 The first sentence of regulation 24 in Table A shall not apply to the Company."

- 2 That the resolution shall have effect notwithstanding any provision of the Company's articles of association.

Westminster Health Care (UK) Limited

5/7/06

Date