

1775G

Company Number: 2848490

THE COMPANIES ACTS 1985 and 1989

A PUBLIC COMPANY LIMITED BY SHARES

COPY OF AN EXTRAORDINARY RESOLUTION

- of -

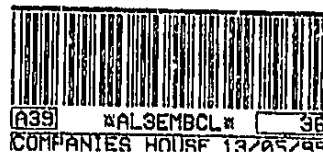
The holders of Convertible Redeemable
Preference Shares in
THE DENCARE MANAGEMENT GROUP PLC
(Passed on 2 May 1995)

A copy Resolution of the type and in the terms specified below were passed by the holders of the Convertible Redeemable Preference Shares in the Dencare Management Group PLC at an General Meeting duly convened and held on 2 May 1995 at Pantiles Chambers, 85 High Street, Tunbridge Wells, Kent TN1 1YG.

EXTRAORDINARY RESOLUTION

THAT so as to bind all the holders of the class of shares mentioned above, the rights attaching to their shares be and hereby are varied by the adoption by the Company of new articles of association in the form displayed at the meeting.

.....
Chairman



1775G

Company Number: 2848490

THE COMPANIES ACTS 1985 and 1989

A PUBLIC COMPANY LIMITED BY SHARES

COPY OF SPECIAL RESOLUTIONS

- of -

THE DENCARE MANAGEMENT GROUP PLC
(Passed on 2 May 1995)

Copy Resolutions of the type and in the terms specified below were passed by Dencare Management Group PLC at an Extraordinary General Meeting duly convened and held on 2 May 1995 at Pantiles Chambers, 85 High Street, Tunbridge Wells, Kent TN1 1YG.

SPECIAL RESOLUTIONS

1. THAT subject to the passing of each of the Extraordinary Resolutions proposed at the General meetings of the holders of each class of share in the capital of the Company the Company adopt new articles of association in the form displayed at the meeting.
2. THAT subject to the passing of Resolution 1 above, the Directors be and they are hereby empowered pursuant to Section 95 of the Companies Act 1985 to allot equity securities (within the meaning of Section 94 of the said Act) for cash pursuant to the authority conferred by the Company's articles of association as if sub-section (1) of Section 89 of the said Act did not apply to any such allotment provided that this power shall be limited to the allotment of equity securities in connection with a rights issue in favour of holders of equity securities where the new equity securities respectively attributable to the interest of such holders of equity securities are proportionate (as nearly may be) to the respective number of shares held by them.
3. THAT, subject to the passing of Resolution 1, 500,000 "B" Ordinary Shares of 10p each in the capital of the Company be consolidated into and re-classified as 50,000 "A" Ordinary Shares of £1 each in the capital of the Company, each ranking pari passu in all respects with each other and with each other existing "A" Ordinary Share in the capital of the Company.

.....
Chairman

