

THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION

OF

LIBRA HEALTH GROUP LIMITED

(Passed 20 September 1997)

At an Extraordinary General Meeting of the Company duly convened and held the following Special Resolution was passed:

THAT:

- (a) the authorised Share Capital of the Company be increased from £676,150 to £743,150 by the creation of 6,700,000 new ordinary shares of 1p each;
- (b) the Directors be generally and unconditionally authorised pursuant to and in accordance with Section 80 of the Companies Act 1985 ("Act") to exercise all powers of the Company to allot and to make offers or agreements to allot relevant securities (as defined in Section 80(2) of the Act) up to a maximum aggregate nominal amount of £67,000, such authority to expire on 1 January 1998;
- (c) the Directors be and are hereby empowered pursuant to Section 95 of the Act to allot equity securities (as defined in Section 94 of the Act) paid up in cash pursuant to such authority up to a maximum aggregate nominal amount of £67,000 as if Section 89(1) of the Act did not apply to any such allotment, such power to cease to have effect on 1 January 1998;
- (d) the Articles of Association of the Company in the form presented to the meeting and initialled by the Chairman for the purposes of identification of and hereby are adopted in substitution of the existing Articles of Association of the Company.

Dated: 20 September 1997

*Terence Ross*

Director

