Number of Company:-2954845

THE COMPANIES ACT 1985 TO 1989

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION

OF

ABBEYFIELD SECRETARIES LIMITED

PASSED ON

the 30 day of May 1996

At an EXTRAORDINARY GENERAL MEETING of the above named Company, duly convened and held at .The Glassmill, 1 Battersea Bridge Road, London SW11 3BG on the 30 day of May 1996, the subjoined SPECIAL RESOLUTION was duly passed:-

RESOLUTION

THAT in accordance with section 250 of the Companies Act 1985 (the "Act") the Company is exempt from the provisions of PartVII of the Act relating to the audit of accounts.

Chairman

