

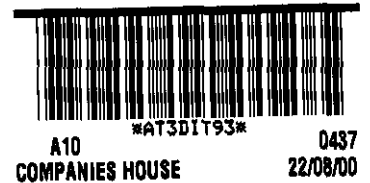
Company No. 2998874

The Companies Act 1985

COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

of



CARE CONTINUUMS LIMITED

(Adopted by Special Resolution passed 21st June 1996)

PRELIMINARY

1. (1) The regulations contained in Table A as prescribed by the Companies (Tables A to F) Regulations 1985 as amended by the Companies (Tables A to F) (Amendment) Regulations 1985 (hereinafter called "Table A") shall apply to this Company save in so far as they are varied or excluded by or are inconsistent with these Articles.

(2) Regulation 73 to 80 (inclusive), 81(e), 94 to 98 (inclusive) and 118 in Table A shall not apply to the Company.

(3) In the application of Regulation 40 of Table A the following words shall be added to the second sentence of that regulation :-

"Save that if and for so long as the company has only one person as a member, one person present in person or by proxy shall be a quorum."

- (4) In these Articles "the Act" means the Companies Act 1985 including any statutory modification or re-enactment thereof for the time being in force.

DIRECTORS

2. A director who is in any way, whether directly or indirectly, interested in a contract (which in this Article shall be construed as including any transaction or arrangement, whether or not constituting a contract) or proposed contract with the Company shall declare the nature of his interest at a meeting of the directors in accordance with sections 317 of the Act. Subject to such disclosure as aforesaid, a director may vote in respect of any contract or arrangement in which he is interested (and if he do so vote his vote shall be counted) and he shall be counted in ascertaining whether a quorum is present at any meeting at which any such contract or proposed contract shall come before the directors for consideration.
3. No person shall be disqualified from becoming a director by reason of his attaining or having attained the age of seventy or any other age.
4. A member or members holding a majority in nominal value of the issued ordinary shares for the time being in the Company shall have power from time to time and at any time to appoint any person or persons as director or directors either as an additional director or to fill any vacancy and to remove from office any director howsoever appointed. Any such appointment or removal shall be effected by an instrument in writing signed by the member or members making the same, or in the case of a member being a company signed by one of its directors on its behalf, and shall take effect upon lodgment at the register office of the company.
5. Any Director (including an alternate director) may participate in a meeting of the directors or a committee of the directors of which he is a member by means of a conference telephone or similar communications equipment whereby all persons participating in the meeting can hear each other and participation in a meeting in this manner shall be deemed to constitute presence in person at such meeting and subject to the Articles and the Act, he shall be entitled to vote and be counted in a quorum accordingly. Such a meeting shall be deemed to take place where the largest group of those participating is assembled or, if there is no such group, where the chairman of the meeting then is.

SHARES

6. Notwithstanding anything contained in the articles, the directors shall not decline to register any transfer of shares, nor may they suspend the registration thereof, where such transfer is executed by any bank or institution to whom such shares have been charged by way of security, or by any nominee or nominees of such a bank or

institution, pursuant to the power of sale under such security and a certificate by any official of such bank or institution if the shares were so charged and the transfer was so executed shall be conclusive evidence of such facts.

PAYMENT OR DISTURBTION OF SHARES

7. No payment or distribution may be declared, made or paid on any share in the capital of the Company to the extent prohibited by the Finance Documents at any time whilst the Finance Documents remain in full force and effect, except to the extent that the Finance Documents are terminated or the duties and/or obligation of the Company under the Finance Documents are waived or discharged by the Majority Banks (as defined in the Senior Facility Agreement).

INDEMNITY

8. Every director or other officer of the Company shall be indemnified out of the assets of the Company against all losses or liabilities which he may sustain or incur in or about the execution of the duties of his office or otherwise in relation thereto, including any liability incurred by him in defending any proceedings, whether civil or criminal, in which judgement is given in his favour or in which he is acquitted or in connection with any application under section 727 of the Act in which relief is granted to him by the Court, and no director or other officer shall be liable for any loss, damage or misfortune which may happen to be incurred by the Company in the execution of the duties of his office or in relation thereto. But this Article shall only have effect in so far as its provisions are not avoided by section 310 of the Act.