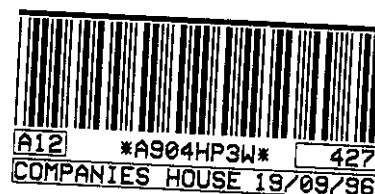


Company Number : 3003291

THE COMPANIES ACT 1985
COMPANY LIMITED BY SHARES
ORDINARY RESOLUTIONS
OF
HIGHCARE GROUP PLC



PASSED 29TH AUGUST 1996

On 29th August 1996 at the Annual General Meeting of the Company the following Resolutions were passed as Ordinary Resolutions, namely:-

1. THAT the audited accounts of the Company for the period ended 31st December 1995 be approved.
2. THAT Messrs. Grant Thornton be reappointed as auditors to the Company and the Directors were authorised to determine their remuneration.
3. THAT the 150,000 No.1 Cumulative Redeemable Convertible Preference Shares of £1.00 each be converted into 150,000 Ordinary Shares of £1.00 each ranking for all purposes pari passu with the existing Ordinary Shares of 10 pence each in the Company.
4. THAT upon the recommendation of the Directors the sum of £18,327 being part of the amount standing to the credit of the Company's reserves be capitalised and the Directors were authorised to apply such sum in paying up in

full at a premium of 90 pence, 18327 Ordinary Shares of 10 pence. Each of such shares ranking for all purposes pari passu with the existing Ordinary Shares of 10 pence in the Company and to be allotted credited as fully paid to the holder of the Ordinary Shares of £1.00 and so that the Directors shall have full power to do such acts and things required to give effect to the said capitalisation and allotment.


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Director