

Company no: 3010116

**THE COMPANIES ACT 1985
COMPANY LIMITED BY SHARES
WRITTEN RESOLUTION**

of

SPECIALITY CARE (REST HOMES) LIMITED

We, the undersigned, being the sole member of the Company for the time being entitled to receive notice, attend and vote at General Meetings hereby unanimously pass the following Resolution and agree that the said Resolution shall for all purposes be as valid and effective as if the same had been passed as Special Resolution at a General Meeting of the Company duly convened and held:

SPECIAL RESOLUTION

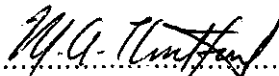
THAT the Articles of Association of the Company be and they are hereby amended as follows:

1. by the deletion of Article of 3 and the substitution thereof of the following:
 - (A) Clause 8,9,10 and 11 in Table A shall not apply to the Company;"
 - (B) The Company shall not have a lien on any share (whether or not it is a fully paid share)"; and
2. by the deletion of Article 14 and the substitution therefore

TRANSFER OF SHARES

14. (A) Clause 24 in Table A shall not apply to the Company;
- (B) The Directors may refuse to register transfer of a share without ascribing any reason therefore unless the transfer is made pursuant to the enforcement of a deed of charge over the shares between (1) Speciality Care Limited and (2) PHF Securities No. 2 Limited dated on or about 24 MARCH 2000 (as the same may be amended or supplemented from time to time)

DATED 24 MARCH 2000



For and on behalf of
Speciality Care (Rest Homes) Limited

