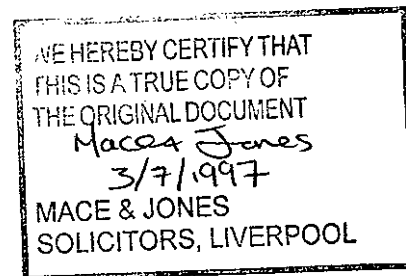


COMPANIES NUMBER: 3137456

**THE COMPANIES ACTS 1985 TO 1989
A COMPANY LIMITED BY SHARES
WRITTEN RESOLUTIONS**



OF

THE BULLEN HEALTHCARE GROUP LIMITED

("the Company")

(Passed 30th June 1997)



(Pursuant to Section 381A Companies Act 1985)

We the undersigned, being all the shareholders for the time being of above the Company entitled to receive notice of and to attend and vote at general meetings of the Company HEREBY PASS the following resolutions by way of a written resolution pursuant to Regulation 53 of Table A of Companies (Tables A-F) Regulations 1985 Companies Act 1985 as incorporated into the Company's Articles of Association:

ORDINARY RESOLUTION

1. That the capital of the Company be increased to £50,000.00 by creation of 49,000 Ordinary shares of £1 each ranking pari passu for all purposes with the existing Ordinary shares of £1 in the capital of the Company

SPECIAL RESOLUTION

2. That the board be unconditionally authorised for the purposes of the Companies Act 1985 Section 80 to exercise all the powers of the Company to allot relevant securities up to a maximum nominal amount of £50,000.00 provided that this authority shall expire 15 months from the date of passing of this resolution or, if earlier, the conclusion of the Company's next annual general meeting, save that the Company may prior to the expiry of such authority

make an offer or agreement under which relevant securities would or might fall to be allotted after such expiry; and the board may allot relevant securities in pursuance of such an offer or agreement as if the authority conferred by this resolution had not expired



.....
Peter Francis Bullen

29th June 1997