COMPANIES FORM No. 122

Notice of consolidation, division, sub-division, redemption or cancellation of shares, or conversion, re-conversion of stock into shares

CHA 116

Please do not write in this margin

Pursuant to section 122 of the Companies Act 1985

To the Registrar of Companies

For official use Company number 3209169

Please complete legibly, preferably in black type, or bold block lettering

Name of company

* insert full name of company

HEALTH CARE PROJECTS HOLDINGS LIMITED

gives notice that:

On 28th November 1996, the entire issued and unissued share capital of the company (being 1000 Ordinary Shares of £1.00 each ("Ordinary Shares")) was sub-divided into and redesignated as shares of the following classes and nominal amounts:

- the 2 subscribers' shares of £1.00 each registered in the names of CMH Shareholders Limited and CMH Directors Limited respectively into 200 "B" Ordinary Shares of £0.01 each;
- 198 authorised but unissued Ordinary Shares into 19,800 "B" Ordinary (b) Shares of £0.01 each; and
- the remaining 800 authorised but unissued Ordinary Shares into 80,000 "A" Ordinary Shares of £0.01 each

such "A" Ordinary Shares and "B" Ordinary Shares having the benefit of the rights and being subject to the restrictions contained in the Articles of Association adoped by special resolution passed on 28th Normber 1996.

†Insert Director, Secretary Administrator. Administrative Receiver or Receiver (Scotland) as appropriate

Signed Proclard HTBrook Designation Designation

Date 28/11/96

Presentor's name address and reference (if any): Cameron Markby Hewitt Sceptre Court 40 Tower Hill London EC3N 4BB CWP/195787

For official Use General Section

K5X8QRFQ COMPANIES HOUSE 12/12/96

Post room