

Company 3209169

Health Care Projects Holdings Limited
("the Company")

On 26 January 2001 the following resolution was duly passed as a written resolution of the Company.

Elective Regime

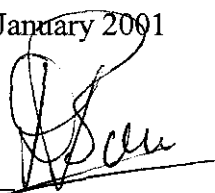
IT IS HEREBY resolved as an elective resolution in accordance with Section 379A of the Companies Act 1985 ("the Act"):

That the Company hereby elects:

- (1) pursuant to Section 252 of the Act, to dispense with the laying of accounts and reports before the Company in general meeting:
- (2) pursuant to Section 366A of the Act, to dispense with the holding of annual general meetings; and
- (3) pursuant to Section 386 of the Act, to dispense with the obligation to appoint auditors annually.

While the election made by Resolution (3) above remains in force, the remuneration of the auditors shall be fixed by the directors.

Dated 26 January 2001



Chairman

