

88(2)**Return of allotments of shares**

Pursuant to section 88(2) of the Companies Act 1985 (the Act)

(REVISED 1988)**This form replaces forms PUC2, PUC3 and 88(2)**To the Registrar of Companies (address overleaf)
(See note 1)

CHA 116

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

Company number

3209169

1. Name of Company

* HEALTH CARE PROJECTS HOLDINGS LIMITED

2. This section must be completed for all allotments

Description of shares †	"B" Ord		
A Number allotted	13,133		
B Nominal value of each	£ 0.01	£	£
C Total amount (if any) paid or due and payable on each share (including premium if any)	£ 1.00	£	£

Date(s) on which the shares were allotted

(a) [on 28th November 19 96] \$, or

(b) [from _____ 19 _____ to _____ 19 _____] \$

The names and addresses of the allottees and the number of shares allotted to each should be given overleaf

3. If the allotment is wholly or partly other than for cash the following information must be given
(see notes 2 & 3)

D Extent to which each share is to be treated as paid up. Please use percentage.	100%		
E Consideration for which the shares were allotted	72,100 ordinary shares of £1.00 each in the capital of Health Care Projects Limited ("HCP") being the entire issued share capital of HCP as referred to in clause 2 of the attached share exchange agreement dated <u>28th November</u> 1996.		

Notes

1. This form should be delivered to the Registrar of Companies within one month of the (first) date of allotment.
2. If the allotment is wholly or partly other than for cash, the company must deliver to the registrar a return containing the information at D & E. The company may deliver this information by completing D & E and the delivery of the information must be accompanied by the duly stamped contract required by section 88(2)(b) of the Act or by the duly stamped prescribed particulars required by section 88(3) (Form No 88(3)).
3. Details of bonus issues should be included only in section 2.

Presenter's name, address, telephone number and reference (if any):

Cameron Markby Hewitt
Sceptre Court
40 Tower Hill
London
EC3N 4BB
DX: 215
0171 702 2345
Ref: CWP/140596

For official use



SCT *SCWEPRJD* 1217
COMPANIES HOUSE 16/12/96
COMPANIES HOUSE 12/12/96

FOR INFORMATION ONLY
 This document has not been registered
 having been referred to I.R.

4. Names and addresses of allottees

Please do not write in the margin

Names and Addresses	Number of shares allotted		
	"B" Ordinary	Preference	Other
RICHARD JAMES HARRY BROOK Hostye Lodge Cudham Lane North Cudham Sevenoaks Kent TN14 7QP	10,233		
NIGEL WILLINGDON SMITH Mill Lane House Aslockton Road Scarrington Nottingham Nottinghamshire NG13 9BP	2,900		
<p>FOR INFORMATION ONLY This document has not been registered having been referred to I.R.</p>			
Total	13,133		

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

Where the space given on this form is inadequate, continuation sheets should be used and the number of sheets attached should be indicated in the box opposite:

‡ Insert director, secretary, Administrator, Administrative Receiver or Receiver (Scotland) as appropriate

Signed Richard J H Brook Designation ‡ Director Date 28/11/96

Companies registered in England and Wales or Wales should deliver this form to:-

Companies registered in Scotland should deliver this form to:-

The Registrar of Companies
Companies House
Crown Way
Maindy
Cardiff
CF4 3UZ

The Registrar of Companies
Companies Registration Office
102 George Street
Edinburgh
EH2 3DJ