

# 17 - 12 - 96

No.3209169

THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

RESOLUTIONS

of

HEALTH CARE PROJECTS HOLDINGS LIMITED



AT AN EXTRAORDINARY GENERAL MEETING of the Company duly convened and held on the 28th November 1996 the following resolutions were duly passed, in the case of resolutions 1 and 2 as ordinary resolutions and in the case of resolution 3 as a special resolution:

1. ORDINARY RESOLUTION

THAT the authorised share capital of the Company be increased to £1000 by the creation of 900 additional Ordinary Shares of £1 each to rank pari passu in all respects with the existing 100 Ordinary Shares in the capital of the Company;

2. ORDINARY RESOLUTION

THAT the entire issued and unissued share capital of the Company (being 100 Ordinary Shares of £1.00 each ("Ordinary Shares")) be sub-divided into and re-designated as shares of the following classes and nominal amounts:

- (a) 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;
- (b) 198 authorised but unissued Ordinary Shares into 19,800 "B" Ordinary Shares of £0.01 each; and
- (c) 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 referred to in special resolution 3 below;

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### 3. SPECIAL RESOLUTION

THAT the Articles of Association, a draft of which has been produced to this meeting, be and are hereby adopted as the Articles of Association of the Company in substitution for and to the exclusion of its existing Articles of Association.

Dated 28th November 1996

  
Chairman  
for and on behalf  
of CMH Shareholders  
Limited