

Company No 3280172

THE COMPANIES ACTS 1985 AND 1989

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PRIVATE COMPANY LIMITED BY SHARES

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WRITTEN RESOLUTIONS

of

VICTORIA HOUSE (UK) LIMITED (the "Company")

We, the undersigned, being the sole member of the Company who at the date of these resolutions is entitled to attend and vote at general meetings of the Company, hereby unanimously RESOLVE that the following resolutions be passed as written resolutions having effect as special resolutions of the Company in accordance with section 381A and 381B Companies Act 1985 (as amended) and agree that the said resolutions shall for all purposes be as valid and effective as if the same had been passed at a general meeting of the Company duly convened and held:-

SPECIAL RESOLUTIONS

1. **THAT** it is in the best interests of the Company and to its direct benefit to enter into the Hive Up Agreement recommended by the Directors to the members and referred to in the Minutes of the Board of Directors annexed hereto (copies of which were supplied to the members of the Company prior to the signing of this resolution) and marked "x" for the purposes of identification (the "**Minutes**") and that the terms of and the transactions contemplated by the Hive Up Agreement be and are hereby approved and that the Directors be authorised to complete and sign such documents.
2. **THAT** the giving of the financial assistance (falling within the definition contained in section 152 of the Companies Act 1985 ("**the Act**") by the Company, for the purposes of reducing or discharging a liability incurred by Care Management Group Limited in connection with the acquisition by of the entire issued share capital of the Company, taking the form and having the principal terms described in the Statutory declaration in the form 155(6)a of today's date, (a copy of which (along with the Auditor's Statutory Reports, as defined in the Minutes) is annexed hereto and initialled for identification purposes in the form required by Section 155(6) of the Act and complying with Section 156 of the Act be and is hereby approved for the purpose of Section 155(4) of the Act.

  
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Care Management Group Limited

Dated: 28 November 2005

