

Company No: 3302909

THE COMPANIES ACTS 1985 AND 1989

COMPANY LIMITED BY SHARES


SPECIAL RESOLUTION

of

CRITERION HEALTHCARE LIMITED (the "Company")

At an extraordinary general meeting of the Company duly convened and held on 25 JANUARY 1999 at 50 Stratton Street, London, W1X 6NX the following resolution was duly passed as a special resolution:

THAT in accordance with the provisions of section 250 of the Companies Act 1985 ("the Act"), the Company, being dormant within the meaning of the said section, be exempt from the obligation to appoint auditors as required by section 384 of the Act.


Chairman

