

Company No. 3319706

ADAMS HEALTHCARE LIMITED

WRITTEN MEMBERS' RESOLUTION

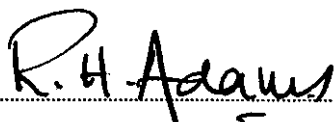


PURSUANT TO

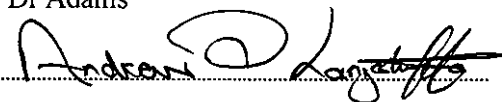
S.381A COMPANIES ACT 1985

**PURSUANT TO** Section 381A Companies Act 1985 we, the undersigned, being all the members of the Company entitled at the date hereof to attend and vote at general meetings of the Company at which the following resolution is proposed **HEREBY AGREE AND CONFIRM** that the following resolution shall for all purposes have effect as if it had been passed by the Company in general meeting. Accordingly we **HEREBY RESOLVE:-**

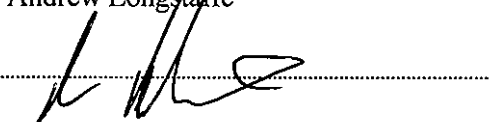
**THAT** the terms of the Contract ("the Own-Share Purchase Contract") (a copy of which is at the Company's registered office and a copy of which has been sent to all members of the Company on or before the date of this Resolution) for the purchase by the Company from Nicholas Gardner of a total of 7,500 "B" Ordinary Shares of 1 pence each in the capital of the Company for the aggregate sum of £7,500 be and are hereby approved and that the Company be and is hereby authorised to enter into the Own-Share Purchase Contract provided that the same is executed by all parties thereto on a date being on or after the date hereof but before the expiration of 60 days from the date of this Resolution.



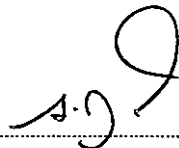
Dr Adams



Andrew Longstaffe



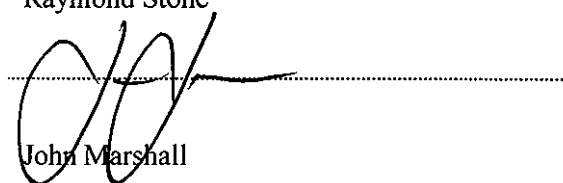
Phillip Addison



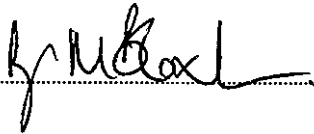
Andrew Newsome



Raymond Stone



John Marshall



Roger Bloxham

For and on behalf of Granville Private Equity  
Limited Partnership

The Granville Guardian Unquoted Trust

The Granville Scottish Widows Unquoted  
Trust

Granville Private Equity Fund V

Granville Private Equity Fund V "B"

Enco Nominees

2 July 1998

**ADAMS HEALTHCARE LIMITED**

**WRITTEN MEMBERS' RESOLUTION**

**PURSUANT TO**

**S.381A COMPANIES ACT 1985**

**PURSUANT TO** Section 381A Companies Act 1985 we, the undersigned, being all the members of the Company entitled at the date hereof to attend and vote at general meetings of the Company at which the following resolution is proposed **HEREBY AGREE AND CONFIRM** that the following resolution shall for all purposes have effect as if it had been passed by the Company in general meeting. Accordingly we **HEREBY RESOLVE:-**

**THAT** the terms of the Contract ("the Own-Share Purchase Contract") (a copy of which is at the Company's registered office and a copy of which has been sent to all members of the Company on or before the date of this Resolution) for the purchase by the Company from Nicholas Gardner of a total of 7,500 "B" Ordinary Shares of 1 pence each in the capital of the Company for the aggregate sum of £7,500 be and are hereby approved and that the Company be and is hereby authorised to enter into the Own-Share Purchase Contract provided that the same is executed by all parties thereto on a date being on or after the date hereof but before the expiration of 60 days from the date of this Resolution.

.....  
Dr Adams

.....  
Andrew Newsome

.....  
Andrew Longstaffe

.....  
Raymond Stone

.....  
Phillip Addison

.....  
John Marshall

Roger Bloxham

KLEINWORT BENSON (JERSEY) LTD  
AS TRUSTEES FOR:  
The Granville Guardian Unquoted Trust

Granville Private Equity Fund V

Enco Nominees

For and on behalf of Granville Private Equity  
Limited Partnership

KLEINWORT BENSON (JERSEY) LTD  
AS TRUSTEES FOR:  
The Granville Scottish Widows Unquoted  
Trust

Granville Private Equity Fund V "B"

Michelle Cool  
For and on behalf of  
GRANVILLE SECRETARIES LIMITED  
Secretary

2 July 1998

100-100000

For a full list of  
SERIES (1970-1979)