

CARE FIRST AT HOME LIMITED
("the Company")

THE COMPANIES ACTS 1985 AND 1989

COMPANY NUMBER: 3326152

As Special Business at the Annual General Meeting of the Company held at BUPA House, 15-19 Bloomsbury Way, London WC1A 2BA on 1st September 1998 the following first Resolution was duly passed as a Special Resolution and the following second, third and fourth Resolutions were unanimously passed as Elective Resolutions.

RESOLUTIONS

1. Adoption of new Articles of Association

"THAT the document entitled "Articles of Association of Care First At Home Limited" which, for the purpose of identification, had been initialed by the Chairman be and is hereby adopted in substitution for and to the exclusion of the existing Articles of Association of the Company."

FOR INFORMATION ONLY
THIS RESOLUTION PROCESSED SEPARATELY

2. Dispensing with Annual General Meetings

"THAT the Company elects to dispense with the holding of Annual General Meetings pursuant to Section 366A of the Companies Act 1985 as amended by the Companies Act 1989."

3. Cessation of presentation of Accounts to Members

"THAT the Company elects to dispense with the laying of accounts and reports before the Company in general meeting pursuant to Section 252 of the Companies Act 1985 as amended by the Companies Act 1989."

4. Automatic re-appointment of auditors

"THAT, in the event the Company ceases to be dormant, the Company elects to dispense with the obligation to appoint auditors annually pursuant to Section 386 of the Companies Act 1985 as amended by the Companies Act 1989."

A.D. Welles A.D.W.
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Chairman of the Meeting

