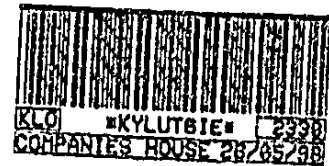


Company No. 3353584



THE COMPANIES ACTS 1985 AND 1989

COMPANY LIMITED BY SHARES

RESOLUTIONS

of

WESTMINSTER CAREFORCE LIMITED

At an extraordinary general meeting of the Company duly convened and held on 6 May 1998 at 16 Bedford Street, Covent Garden, London, WC2E 9HF the following resolutions were duly passed:

Ordinary resolution

1. THAT the share capital of the Company be increased from £1,000 to £250,000 divided into 250,000 ordinary shares of £1 each by the creation of an additional 249,000 ordinary shares of £1 each.


Special resolutions

2. THAT the 2 issued ordinary shares of £1 each in the share capital of the Company be classified as 'B' shares of £1 each and the 249,998 ordinary shares of £1 each in the share capital of the Company be reclassified as 166,666 'A' shares of £1 each and 83,332 'B' shares of £1 each, such shares to carry the rights and be subject to the conditions set out in the Articles of Association of the Company to be adopted under resolution 3 below.
3. THAT, subject to and conditional upon the passing of Resolution 2 in this Notice of Meeting, the existing Articles of Association of the Company be deleted in their entirety and be replaced by the new Articles of Association in the form produced to the meeting and initialled by the Chairman for the purposes of identification.
4. THAT the Directors be and are hereby generally and unconditionally authorised to exercise all the powers of the Company to allot relevant securities (as defined in Section 80 of the Companies Act 1985) up to an aggregate nominal amount of £250,000 provided that this authority shall expire at the earlier of the conclusion of the next Annual General Meeting of

the Company and 5 May 2003 save that the Company may before such expiry make an offer or agreement which would or might require relevant securities to be allotted after such expiry and the Directors may allot relevant securities in pursuance of any such offer or agreement as if the authority conferred hereby had not expired, such authority to be in substitution for all previous authorities conferred upon the Directors pursuant to Section 80 of the Companies Act 1985;

5. THAT the Directors be and they are hereby empowered pursuant to Section 95 of the Companies Act 1985 to allot equity securities (as defined in Section 94 of the Companies Act 1985) for cash pursuant to the authority conferred by Resolution 2 as contained in this Notice of Meeting as if Section 89 of the Companies Act 1985 did not apply to any such allotment, provided that this power shall be limited as to the allotment of up to £250,000 aggregate nominal value of equity securities pursuant to the Subscription and Shareholders Agreement between Westminster Health Care Limited (1), Michael Greig Rogers (2) and the Company (3) dated 6 May 1998 and shall expire on the earlier of the conclusion of the next Annual General Meeting of the Company and 5 May 2003, save that the Company may before such expiry make an offer or agreement which would or might require equity securities to be allotted after such expiry and the Directors may allot equity securities in pursuance of any such offer or agreement as if the power conferred hereby had not expired.

Dated


Chairman