

Registered to the England No: 3670039

THE COMPANIES ACT 1985
COMPANY LIMITED BY SHARES
WRITTEN RESOLUTIONS
of

CHANCELLOR CARE LIMITED

Passed on 10 March 2005

We, the undersigned, being all the members of the Company or their duly signed representatives, who are at the date hereof entitled to attend and vote at a general meeting of the Company, hereby pass the following resolutions in writing which shall have effect as special resolutions pursuant to Section 381A Companies Act 1985 (as amended):

WRITTEN RESOLUTIONS

- 1 That the Articles of Association be amended by the insertion immediately after Article 6.1(c) of the following new Article 6.1(d):

“(d) subject to the requirements of the Act, the Company may at any time purchase any of its own Ordinary Shares.”
- 2 That the Purchase Contract expressed to be made between Katherine Anne Yarbo (1) and the Company (2) providing for the purchase by the Company of 232 ordinary shares of 1 pence each in the Company for an aggregate price of £175,960, a final draft whereof marked “A” has been provided to members at the same time as this written resolution, is hereby approved and the directors are hereby authorised to procure the Company to enter into such Purchase Contract.
- 3 That the Compromise Agreement expressed to be made between Katherine Anne Yarbo (1) and the Company (2) a final draft whereof marked “B” has been provided to members at the same time as this written resolution, is hereby approved for the purposes of section 312 Companies Act 1985 and the directors are hereby authorised to procure the Company to enter into such Compromise Agreement.

Dated 10 March 2005

A J Chancellor

C M Feavers

F Ellis

J Ellis



D Wilson

D Prior

A Breeze

K A Yarbo

S Barker

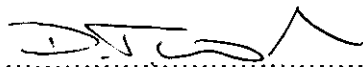
J C Chancellor

Notes:

The signature of the above written resolutions shall where applicable be interpreted in accordance with paragraph 5 of Schedule 15A Companies Act 1985 and accordingly the signature of K A Yarbo shall not signify the exercise of voting rights in relation to resolution 2.

By signing the above written resolutions each relevant member confirms that a copy of the Purchase Contract and the Compromise Agreement referred to in the written resolutions has been provided to him at or before the time these written resolutions were supplied to him for signature.

I hereby certify that the foregoing is a true copy of the written resolutions passed on 10 March 2005.


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Director