

Company No 03679340

THE COMPANIES ACT 2006

PRIVATE COMPANY LIMITED BY SHARES

RESOLUTIONS IN WRITING

of

SOUTHERN CROSS HOME PROPERTIES LIMITED (the "Company")

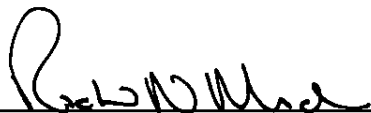
We, being all the eligible members who at the circulation date of these resolutions would have been entitled to vote on the resolutions, **RESOLVE**, in accordance with Chapter 2, Part 13 of the Companies Act 2006, to pass the following resolutions which have been proposed as special resolutions:

SPECIAL RESOLUTIONS

Notwithstanding anything to the contrary in the Company's memorandum or articles of association, the Company's articles of association shall be amended, with effect immediately from the date of these special resolutions, such that:

- (i) the quorum for the transaction of business of the Company at meetings of the Company's directors shall be two; and
- (ii) meetings of the Company's directors may be conducted by telephone

Signed



Richard Midmer, Director

For and on behalf of Southern Cross (Highfield Holdco) Limited

Dated 29 October 2008

WEDNESDAY



LD3

"LEPYF4RW"

12/11/2008

COMPANIES HOUSE

187

Notes:

- 1 The circulation date of these resolutions is 29 October 2008. These resolutions have been sent to eligible members who would have been entitled to vote on the resolutions on this date. Only such eligible members (or persons duly authorised on their behalf) should sign these resolutions.
- 2 An eligible member can signify his or its agreement to the resolutions by signing the resolutions and by either delivering a copy of the signed resolutions to an officer of the Company by hand or by sending a copy of the signed resolutions in hard copy form by post to Sophie Peart by e-mail to speart@schealthcare.co.uk
- 3 These resolutions must be passed within 28 days of the date of their circulation. If these resolutions are not passed by such date they will lapse. The agreement of a member to these resolutions is ineffective if signified after this date.
- 4 A copy of these resolutions has been sent to the auditors.