

**The Companies Act 1985 (as amended the "Act")**

**MERCIA HEALTHCARE LIMITED**

**(03693524)**

**passed on 28 September 2006**

Written resolution of the shareholders

We being all the shareholders of the Company hereby resolve that the following resolutions be passed as elective resolutions.

1. that the provisions of Section 80A of the Act shall apply in place of Section 80(4) and (5) of the Act, in relation to the giving or renewal, after the passing of this resolution, of an authority under the said Section 80
2. that the company elects:
  - (a) to dispense with the laying of accounts and reports before the company in general meeting, in accordance with Section 252:
  - (b) to dispense with the holding of annual general meetings in accordance with Section 366(A); and
  - (c) to dispense with the obligation to appoint auditors annually in accordance with Section 386
3. that the company elects pursuant to Sections 369(4) and 378(3) of the Act that the provisions of those sections shall have effect in relation to the company as if for the reference to 95% in those provisions there were substituted references to 90%



For and on behalf of Mercia Healthcare (Holdings) Limited



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COMPANIES HOUSE