

THE COMPANIES ACT 1985 AND 1989

COMPANY LIMITED BY SHARES



SPECIAL RESOLUTION OF  
CAREFORCE  
GROUP LIMITED

We, the undersigned, being all the members of the Company entitled to receive notice of and attend and vote at any general meeting of the Company, **HEREBY AGREE** and **PASS**, pursuant to section 381A of the Companies Act 1985, the following resolutions as written resolutions of the Company.

THAT:-

1. A Loan Stock Deed constituting £575,000 of Secured Variable Rate Loan Stock 2008 ("**the Loan Stock Deed**") in the form annexed hereto, and which includes provisions relating to the payment of a redemption premium in certain circumstances, be and it is hereby approved.
2. The Company's Articles of Association be amended as follows:
  - (a) The current definition of "**Investment Offer**" in **Article 2** be deleted and replaced with the following definition:

*"means the letter setting out the terms of an investment offer dated February 2003 and made between the Company (1), the Directors of the Company (2) and Close Brothers Investment Limited(3)."*

Member	Signature	Date
Close Brothers Development VCT PLC		.....
Close Technology & General VCT PLC		.....
Iain Mackinnon	.....	.....
Michael Rogers	.....	.....

Dated: 6th February 2003



Company No. 0364590

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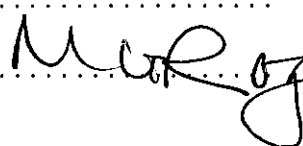
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