

Company number  
03805412

The Companies Acts 1985

Company Limited by Shares

Resolution

of

**PHS Investments Limited**

(passed on 26 April, 2001)

At an extraordinary general meeting of the company duly convened and held at Western Industrial Estate, Caerphilly, Mid Glamorgan CF83 1XH on 26 April, 2001 the following resolution was duly passed as a special resolution of the company:

That:


1. the company be re-registered as a public limited company pursuant to the provisions of section 43 of the Companies Act 1985;
2. the memorandum of association of the company be altered by:
  - (1) The amendment of existing clause I to state "the name of the Company is PHS Group plc";
  - (2) the insertion of a new clause immediately after the existing clause I which shall state "The company is to be a public limited company"; and
  - (3) the re-numbering of existing clauses II, III, IV and V as clauses III, IV, V and VI respectivelyall as set out in the document produced to the meeting and, for the purposes of identification, initialled by the chairman;
3. the articles of association of the company to be altered by:
  - (1) the deletion of existing article 11; and
  - (2) the deletion of existing articles 31 to 33 inclusive



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all as set out in the document produced to the meeting and, for the purposes of identification initialled by the chairman;

4. the name of the company be changed to "PHS Group plc".

  
Keith Bland  
Chairman