

Company number: 3909395

WRITTEN RESOLUTIONS

- of -

THE SHAREHOLDERS

- in -

TENET LIMITED

dated the 5th day of October 2000

We, the undersigned, being the holders of the "A" Ordinary Shares, the "B" Ordinary Shares and the "A" Preference Shares in the Company hereby pass the following resolutions as Written Resolutions of the Company pursuant to section 381A of the Companies Act 1985 and confirm that such Resolutions shall be valid and effective as if they had been passed as ordinary and special resolutions at an extraordinary general meeting of the "A" Ordinary Shareholders, "B" Ordinary Shareholders and "A" Preference Shareholders duly convened and held:

WRITTEN RESOLUTIONS

1. That the authorised share capital of the Company be increased to £21,537.65 by the creation of 24,765 "C" Ordinary Shares of £0.01 each.
2. That 24,765 "B" Ordinary Shares of £0.01 each in the capital of the Company are hereby reclassified as 24,765 "C" Ordinary Shares of £0.01 each (as set out below) and that we hereby consent to any modification, abrogation or variation of the rights attached to the "B" Ordinary Shares as a class of shares and confirm that such conversion will not operate adversely against our interests as holders for "B" Ordinary Shares.

Shareholder	Number of 'B' Ordinary Shares reclassified
Murray Johnstone Private Acquisition Partnership II 'A' (LP5164)	10,509
Murray Johnstone Private Acquisition Partnership II 'B' (LP5165)	3,597
Murray Johnstone Private Acquisition Partnership II 'C' (LP5268)	8,097
South Yorkshire Pensions Authority	2,562



3. That the regulations contained in the document attached to the written resolutions be approved and adopted as the articles of association of the Company in substitution for and to the exclusion of all the existing articles thereof.

Signed:

Name: S H HUDSON

Address: Willow Cottage
Fortshort Lane
Wike
Leeds
LS17 9JX

Signature:

As ATTORNEY

Name: B C KAYES

Address: Hartley Cottage
Orchard Lane
Winterborne
Kingston
Blanford
Dorset
DT11 9BT

Signed:

As ATTORNEY

Name: N A PRESTON

Address: 40 Breary Lane
Bramhope
Leeds
LS16 9AE

Signed:

Name: S J MARTIN

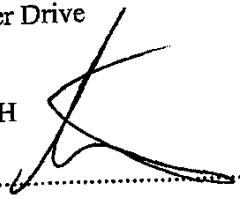
Address: 51 Alcantard Crescent
Ocean Village
Southampton
Hampshire
SO14 3HR

Signed:

As ATTORNEY

Name: S K BRYANT

Address: 51 Acaster Drive
Garforth
Leeds
LS25 2BH

Signed:  As Attorney

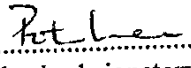
Name: S JONES

Address: 1 Rotherstoke Close
Moorgate
Rotherham
SB0 2JU

Signed:  As Attorney

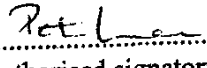
Name: MURRAY JOHNSTONE PRIVATE ACQUISITION
PARTNERSHIP II "A" (LP5164)

Address: 30 Coleman Street
London
EC2R 5AN

Signed: 
authorised signatory

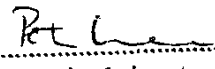
Name: MURRAY JOHNSTONE PRIVATE ACQUISITION
PARTNERSHIP II "B" (LP5165)

Address: 30 Coleman Street
London
EC2R 5AN

Signed: 
authorised signatory

Name: MURRAY JOHNSTONE PRIVATE ACQUISITION
PARTNERSHIP II "C" (LP5268)

Address: 30 Coleman Street
London
EC2R 5AN

Signed: 
authorised signatory

Name: SOUTH YORKSHIRE PENSIONS AUTHORITY

Address: PO Box 37
Regent Street
Barnsley
South Yorkshire
S70 2PQ

Signed: X
authorised signatory

**CERTIFICATE OF THE SECRETARY
SOUTH YORKSHIRE PENSIONS AUTHORITY**