

Company No: 03941902

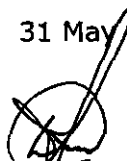
COMPANIES ACTS 1985 TO 1989
COMPANY LIMITED BY SHARES
WRITTEN RESOLUTIONS
OF
ROTHCARE ESTATES LIMITED
(Passed On 31 May 2005)

We, the undersigned, being the sole member of the Company who at the date of this resolution is entitled to attend and vote at a general meeting of the Company convened for the purpose of considering and passing the Resolutions set out below **HEREBY RESOLVES** pursuant to Section 381A of the Companies Act 1985 and with the intent that the following Resolutions should be as valid and effective as if the same had been passed at a duly convened and held general meeting of the Company, as follows:

RESOLUTIONS

- 1 **THAT** pursuant to section 366A of the Companies Act 1985, the Company hereby elects to dispense with the holding of an annual general meeting in 2005 and in subsequent years (until this election is revoked).
- 2 **THAT** pursuant to section 252 of the Companies Act 1985, the Company hereby elects to dispense with the laying of accounts and reports before the Company in general meeting.
- 3 **THAT** pursuant to section 386 of the Companies Act 1985, the Company hereby elects to dispense with the obligation to appoint auditors annually.

Dated: 31 May 2005



Signed for and on behalf of
CASTLECare HOLDINGS LIMITED

