

Company No : 405699

THE COMPANIES ACTS 1985 AND 1989

COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION

of

MAYFLOWER HOSPITALS LIMITED ("the Company")

Pursuant to Section 381A of the Companies Act 1985 ("the Act")

Passed on 28th September 2004

Pursuant to Section 381A of the Act, we the undersigned being all the Members of the Company who at the date of this Resolution would be entitled to attend and vote at a General Meeting of the Company hereby resolve as a special resolution

SPECIAL RESOLUTION

1. THAT the Articles of Association in the form set out in the document marked "A" attached to this resolution, be and are hereby adopted as the new Articles of Association of the Company in substitution for and to the exclusion of the existing Articles of Association of the Company.

P. Read

R.A. Read

P. H. Smith

J. Lidd

D. Hartley

M. Self

C.

K. Lidd



for.
RAR.
PmD
H.
D.H.
JF.
CE
RF-

The Companies Acts 1985 and 1989

Company Limited by Shares

ARTICLES OF ASSOCIATION

of

MAYFLOWER HOSPITALS LIMITED

(Adopted by written resolution passed on 28th September 2004)

Preliminary

1. The regulations contained in Table A in the Companies (Tables A to F) Regulations 1985, as amended by the Companies (Tables A to F) (Amendment) Regulations 1985, and the Companies Act (Electronic Communications) Order 2000 ("Table A") shall apply to the Company save in so far as they are excluded or varied hereby, that is to say, regulations 46, 47, 64, 73 to 75 inclusive and 80 of Table shall not apply to the Company; and in addition to the remaining regulations of Table A, as varied hereby, the following shall be the articles of association of the Company. Any words or expressions defined in the Companies Act 1985 ("the Act"), the Companies Act 1989 or in Table A shall (if not inconsistent with the subject or context) bear the same meanings in these articles.
2. The Company is a private company and accordingly no offer shall be made to the public (whether for cash or otherwise) of any shares in or debentures of the Company and no allotment or agreement to allot (whether for cash or otherwise) shall be made of any shares in or debentures of the Company with a view to all or any of those shares or debentures being offered for sale to the public.

Shares

3. (a) Subject to Sub-Article (b) hereof all shares shall be under the control of the directors and the directors may allot, grant options over, or otherwise deal with or dispose of the same to such persons and generally on such terms and in such manner as they think fit.
- (b) The directors are generally and unconditionally authorised for the purposes of Section 80 of the Act to allot relevant securities (as defined in Section 80 of the Act) provided that the aggregate nominal value of such securities allotted pursuant to this authority shall not exceed the amount of the authorised share capital with which the Company is incorporated and that this authority shall expire on the fifth anniversary of the incorporation of the Company unless varied or revoked or renewed by the Company in general meeting.

- (c) The directors shall be entitled under the authority conferred by this article to make at any time before the expiry of such authority any offer or agreement which will or may require relevant securities to be allotted after the expiry of such authority.
- (d) In accordance with section 91 of the Act, section 89(1) and section 90(1) to (6) of the Act shall not apply to any allotment of equity securities (as defined in section 94 of the Act) by the Company.

Proceedings at General Meetings

- 4. At any general meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless before or immediately following the declaration of the result of the show of hands a poll is demanded by the chairman or any other member present in person or proxy. Unless a poll be so demanded a declaration by the chairman that a resolution has on a show of hands been carried (whether unanimously or by a particular majority) or lost and an entry to that effect made in the book containing the minutes of the proceedings of the meeting shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the resolution.

Directors

- 5. Unless and until otherwise determined by ordinary resolution the number of directors need not exceed one. If and so long as there is a sole director, he may exercise all the powers and authorities vested in the directors by the articles of association of the Company, and regulation 89 of Table A shall be modified accordingly.
- 6. A member holding 90% or more of the equity share capital for the time being of the Company may at any time and from time to time appoint any person to be a director or remove from office any director however appointed. Any such appointment or removal shall be in writing served on the Company and signed by the member or, where the member is a company, on behalf of the member by any two of its directors or any one director and its secretary or some other person duly authorised for the purpose.
- 7. A director appointed to fill a casual vacancy or as an addition to the board shall not retire from office at the annual general meeting next following his appointment and the last two sentences of regulation 79 of Table A shall be deleted.
- 8. A director shall not be required to retire by rotation and regulations 76, 77 and 78 of Table A shall be modified accordingly.
- 9. The directors may exercise all the powers of the Company to borrow money and to mortgage and charge its undertaking, property and uncalled capital, or any part thereof, and to issue debentures, debenture stock and other securities whether outright or as security for any debt, liability or obligation of the Company or of any third party.
- 10. If any director shall be called upon to perform extra services or to make special exertions in going or residing abroad or otherwise for any of the purposes of the Company, the Company may remunerate the director so doing either by a fixed sum or by a percentage of profits or otherwise as may be determined by a resolution passed at a board meeting of the directors of the Company, and such remuneration

may be either in addition to or in substitution for any other remuneration to which he may be entitled as a director.

11. Provided that he shall declare his interest in any contract or transaction a director may vote as a director in regard to any such contract or transaction in which he is interested or in respect of his appointment to any office or place of profit or upon any matter arising thereout and if he shall so vote his vote shall be counted, and regulation 94 of Table A shall be modified accordingly.
12. Subject to the provisions of these Articles, the Directors may meet for the despatch of business, adjourn and otherwise regulate their meetings as they think fit. Meetings may be held in any part of the world. At any time any Director shall, summon a meeting of the Directors. Notice of any meeting of the Directors may be given by telephone, facsimile or telex. It shall not be necessary to give notice of a meeting of Directors to any Director for the time being absent from the United Kingdom provided that notice of any meeting shall given to any such Director if in the opinion of the Secretary he is, at the time notice is given, in a place where it is possible to give him notice by telephone, facsimile or telex and from where it is possible for him to participate in the meeting by telephone or other telecommunications link as referred to in the next following Article. Any Director may waive notice of any meeting but no such waiver may be retroactive. Questions arising at a meeting shall be decided by a majority of votes. In the case of an equality of votes the Chairman shall have a second or casting vote. Regulation 88 of a Table A shall not apply to the Company.
13. A director may participate in a meeting of directors or a committee of directors by means of a conference telephone or any communication equipment which allows all persons participating in the meeting to hear each other. A participant shall be deemed to be present in person at the meeting and shall be entitled to vote or be counted in a quorum accordingly. The meeting shall be deemed to take place where the largest group of those participating is assembled or, if there is no such group, where the chairman of the meeting then is.
14. In regulation 93 of Table A the following words "either signed or approved by letter, telex or telegram" shall be substituted for the word "signed" where this first appears in the regulation, and all other references in the regulation to a resolution in writing being signed shall be construed accordingly.

Single-member company

15. If, and for so long as, the Company has only one member, the following provisions shall apply:
 - (a) One person entitled to vote upon the business to be transacted, being the sole member of the Company or a proxy for that member or (if such member is a corporation) a duly authorised representative of such member, shall be a quorum and regulation 40 of Table A shall be modified accordingly. Regulation 41 of Table A shall not apply to the Company.
 - (b) The sole member of the Company (or the proxy or authorised representative of the sole member representing that member at the relative general meeting) shall be the chairman of any general meeting of the Company and regulation 42 of Table A shall be modified accordingly.

- (c) A proxy for the sole member of the Company may vote on a show of hands and regulation 54 of Table A shall be modified accordingly.
- (d) All other provisions of these articles shall (in the absence of any express provision to the contrary) apply with such modification as may be necessary in relation to a company which has only one member.

The Seal

- 16. (a) If the Company has a seal it shall only be used by the authority of the directors or of a committee of directors. The directors may determine who shall sign any instrument to which the seal is affixed and unless otherwise so determined it shall be signed by a director and by the secretary or by a second director. The obligations under regulation 6 of Table A relating to the sealing of share certificates shall apply only if the Company has a seal. Regulation 101 of Table A shall not apply to the Company.
- (b) The Company may exercise the powers conferred by Section 39 of the Act with regard to having an official seal for use abroad, and such powers shall be vested in the directors.

Notices

- 17. A notice or other document (including a share certificate) may be given by or served on any member by the Company either personally or by sending it by post to him or to his registered address (whether or not in United Kingdom) or to his address if any supplied by him to the Company for the giving of notice to him. Where a notice is sent by post to an address in the United Kingdom service of the notice shall be deemed to be effected by properly addressing, preparing and posting a letter containing the notice by first-class post and to have been effected at the expiration of 48 hours after the letter containing the same is posted and in any other case any notice sent by post to an address outside the United Kingdom shall be deemed to have been effected at the time at which the letter would be delivered in the ordinary course of post. A notice may be given by the Company to the joint holders of a share by giving the notice to the joint holder first named in the register of members in respect of the share.
- 18. A notice may be given by the Company to the persons entitled to a share in consequence of the death or bankruptcy of a member by sending it through the post in a prepaid letter addressed to them by name or by the title of the representatives of the deceased or trustee of the bankrupt or by any like description at the address if any supplied for the purpose by the persons claiming to be so entitled or until such an address has been so supplied by giving the notice in any manner in which the same might have been given if the death or bankruptcy had not occurred.
- 19. Notice of every general meeting shall be given in any manner hereinbefore authorised to:-
 - (a) every member;
 - (b) every person upon whom the ownership of a share devolves by reason of his being a legal personal representative or a trustee in bankruptcy of a member where the member but for his death or bankruptcy would be entitled to receive notice of the meeting;

- (c) the auditor for the time being of the Company; and
- (d) the Directors of the Company and their alternates.

No other person shall be entitled to receive notices of general meetings. Any member may in writing waive any notice of any meeting either prospectively or retrospectively and if he shall do so it shall be no objection to the validity of such meeting that notice was not given to him. Regulation 38 of Table A shall be modified accordingly and Regulations 112, 115 and 116 of Table A shall not apply.

Indemnity

- 20. Subject to the provisions of the Act, and in addition to such indemnity as is contained in regulation 118 of Table A, every director, officer or official of the Company shall be entitled to be indemnified out of the assets of the Company against all losses or liabilities incurred by him in or about the execution and discharge of the duties of his office.