

PATIENTFIRST PARTNERSHIPS LIMITED

REGISTERED NUMBER 04316249

A PRIVATE COMPANY LIMITED BY SHARES

UNDER THE COMPANIES ACTS 1985 AND 1989

WRITTEN RESOLUTIONS OF THE MEMBERS

DATED 9 January 2004

Pursuant to Regulation 48 of the Company's Articles of Association, the undersigned, being all of the members entitled to attend and vote at a general meeting of the Company resolve as follows:

- 1 That pursuant to Section 80 of the Companies Act 1985, the directors of the Company be generally and unconditionally authorised to issue and allot 800,000 8% Convertible Preference Shares of £1 each in the un-issued share capital of the Company and that such authority shall expire on 31 January 2004.
- 2 That the conditions of Clause 11 of the Shareholders Agreement dated 23 November 2001 (the "Agreement") be further varied in respect of the issue of shares anticipated above to permit the invitation to subscribe for preference shares by other shareholders granted by shareholders resolution on 30th April 2003 to be extended from 30th September 2003 to 31st January 2004.

"A" Shareholders

Jarvis Plc.....

Henry Lafferty.....

"B" Shareholder

Sinclair Montrose Properties Limited.....



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COMPANIES HOUSE

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