

**ALPHA COMMUNITY HOMECARE LTD**  
**RESOLUTION IN WRITING**

**INCREASE IN SHARE CAPITAL (ordinary resolution)**

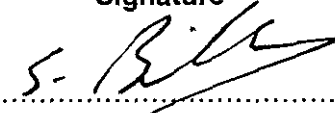

IT WAS RESOLVED THAT the nominal share capital of the company be increased from £1,000 to £1,200 by the creation of 100 "B" and 100 "C" ordinary shares of £1 each. These shares will rank pari passu with the existing ordinary shares save that dividends may be declared separately on each of the three classes of shares.

Signed: .....



S Billson (Chairman)

Passed by resolution in writing and duly signed by all the shareholders as follows:

Shareholders	Signature	No. of ordinary shares
Mr Simon Billson		1
Mrs Sheila Smith		1
		2

Date: 16 July 2002

