

THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION

-of-

COVENANT HEALTHCARE REHABILITATION (HOLDINGS)
LIMITED (The "Company")

MADE ON 14 APRIL 2005

The following written resolution of the members of the Company was made on 14 APRIL 2005 in accordance with Section 381(A) of the Companies Act 1985.

RESOLUTIONS

In accordance with Section 381A of the Companies Act 1985, we the undersigned, being the sole member of the Company entitled to attend and vote at a general meeting of the Company HEREBY RESOLVE to pass the following resolution as a written resolution

THAT the Articles of Association of the Company be amended by the deletion in its entirety of clause 4 and the inclusion of two new clauses as follows -

"4

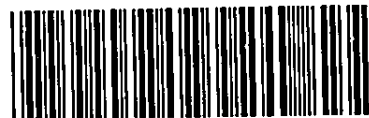
Transferring of Shares

4.1 Notwithstanding anything contained in these Articles

- (a) any pre-emption rights conferred on existing members by these Articles or otherwise shall not apply to, and
- (b) the directors shall not decline to register, nor suspend registration of any transfer of shares where such transfer is -
- (c) in favour of any bank or institution (or any nominee or nominees of such a bank or institution) to whom such shares are being transferred by way of security; or
- (d) duly executed by any such bank or institution (or any such nominee or nominees) to whom such shares (including any further shares in the Company acquired by reason of its holding of such shares) shall have been transferred as aforesaid, pursuant of the power of sale under such security

and a certificate by any official of such bank or institution that the shares are or are to be subject to such security and the transfer is executed in accordance with the provisions of this Article shall be conclusive evidence of such facts

Any lien on shares which the Company has shall not apply in respect of any shares which have been charged by way of security to a bank or financial institution or a subsidiary of a bank or financial institution "

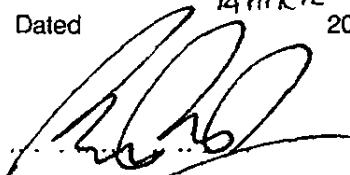


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Indemnity by the Company

Notwithstanding anything contained in these Articles the Company has the power to grant an indemnity to any person, firm or company for the performance of the liabilities and obligations of and the repayment or payment of any moneys whatever by any person, firm or company."

Dated ^{14 APRIL} 2005



by COVENANT HEALTHCARE LIMITED