

**SOLE MEMBER'S WRITTEN RESOLUTION OF
OAKTREE CARE GROUP LIMITED
(the "Company")**

We, being the sole member of the Company entitled to receive notice of and to attend and vote at general meetings of the Company, hereby pass the following resolution of the Company as a special resolution.

SPECIAL RESOLUTION

THAT the Articles of Association of the Company be amended with immediate effect as follows:

(i) by deleting the existing Article 6(i) and (ii) and replacing it with the following:

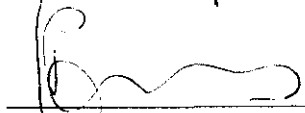
“ 6. Regulation 8 of Table A shall apply to the Company.”; and

(ii) by deleting the existing Article 23 and replacing it with the following:

“23. (i) Subject to Article 23 (ii) the directors may, in their absolute discretion and without giving any reason, decline to register the transfer of a share, whether or not it is a fully paid share.

23. (ii) The directors shall promptly register any transfer of shares which have been charged by way of security whether the relevant transfer is to the chargee or to its nominee or to any other person on the enforcement by the chargee of its security.”

Dated: 11 / 08 / 2005



Signed for and on behalf of

Partnerships in Care Management Limited

