

Company number
4976244

THE COMPANIES ACT 1985
COMPANY LIMITED BY SHARES
WRITTEN RESOLUTION
OF
VIRGIN LIFE CARE INVESTMENTS LIMITED
(the Company)

UNDER ARTICLE 53 OF TABLE A AS AMENDED BY ARTICLE 53 OF THE COMPANY'S
ARTICLES OF ASSOCIATION

We, the undersigned, being the holders of all the issued share capital of the Company, pass the following written resolutions:

That the redesignation of 637,620 B shares of £0.0001 each in the share capital of the Company as 637,620 A2 shares of £0.0001 in the share capital of the Company be approved.



STEPHEN WILLIAMS AS ATTORNEY FOR
ABBOTT LIMITED

.....
Abbott Limited

.....
Stephen Thornton

.....
Virgin Management Limited
(as nominee for Ivanco (No. 1) Limited)

.....
Ivanco (No. 1) Limited

Date: 3 December, 2004



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.....
A.M. 11 Limited

x
Stephen Thornton

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Virgin Management Limited
(as nominee for Ivanco (No. 1) Limited)

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Ivanco (No. 1) Limited

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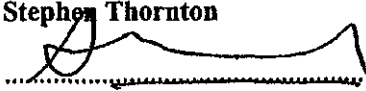
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Stephen Thornton


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Abbott Limited

.....
Stephen Thornton

.....
Virgin Management Limited
(as nominee for Ivanco (No. 1) Limited)

.....
Ivanco (No. 1) Limited

.....
Frank Dearie
Alternate director to Niall M Ritchie

Date: 3 December, 2004

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(the Company)

UNDER ARTICLE 53 OF TABLE A AS AMENDED BY ARTICLE 53 OF THE COMPANY'S
ARTICLES OF ASSOCIATION

The holder of all the issued A1 shares in the share capital of the Company, passed the following written resolution:

That the redesignation of 637,620 B shares of £0.0001 each in the share capital of the Company as 637,620 A2 shares of £0.0001 in the share capital of the Company be approved.


.....
Director

Date: 3 December, 2004

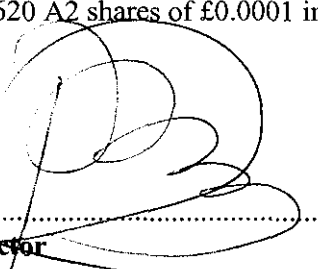
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ARTICLES OF ASSOCIATION

The holders of all the issued B shares in the share capital of the Company, passed the following written resolution:

That the redesignation of 637,620 B shares of £0.0001 each in the share capital of the Company as 637,620 A2 shares of £0.0001 in the share capital of the Company be approved.


.....
Director

Date: 3 December, 2004

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(the **Company**)

UNDER ARTICLE 53 OF TABLE A AS AMENDED BY ARTICLE 53 OF THE COMPANY'S
ARTICLES OF ASSOCIATION

The holder of all the issued C shares in the share capital of the Company, passed the following written resolution:

That the redesignation of 637,620 B shares of £0.0001 each in the share capital of the Company as 637,620 A2 shares of £0.0001 in the share capital of the Company be approved.

.....
Director

Date: 31 December, 2004