

Company No. 5296574

We hereby certify this
to be a true copy of the
original.

Signed Clifford Chance LLP
Clifford Chance
Limited Liability Partnership
10 Upper Bank Street
London E14 5JJ

THE COMPANIES ACTS 1985 AND 1989

PRIVATE COMPANY LIMITED BY SHARES

RESOLUTIONS IN WRITING

of

TBG CARECO HOLDINGS LIMITED

BLACKSTONE CAPITAL PARTNERS (CAYMAN) IV ~~LP~~ L.P. and BLACKSTONE REAL ESTATE PARTNERS (ALBERTA) IV L.P. being all the members of the Company who at the date of these resolutions are entitled to attend and vote at a general meeting of the Company, RESOLVES, in accordance with section 381A of the Companies Act 1985, to pass the following as written resolutions:

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SPECIAL RESOLUTIONS

1. THAT the 100 ordinary shares of £1 each in the capital of the Company be sub-divided into 10,000 shares of £0.01 each;
2. THAT the Company's authorised share capital be increased from £100 to £1,900 by the creation of 180,000 new ordinary shares of £0.01 each;
3. THAT the shareholders' pre-emption rights be disapplied, pursuant to section 95 of the Companies Act (the "Act"); and
4. THAT the directors be generally and unconditionally authorised, pursuant to section 80 of the Companies Act 1985 (the "Act"), to exercise all powers of the Company to allot relevant securities (within the meaning of that section) up to an aggregate nominal amount of £1,900 for a period expiring (unless previously renewed, varied or revoked by the Company in general meeting) on the date falling five years from the date of passing of this resolution but the Company may make an offer or agreement which would be or might require relevant securities to be allotted after expiry of this authority and the directors may allot relevant securities pursuant to that offer or agreement.
5. THAT section 89 of the Act shall not apply to the allotment of equity securities (within the meaning of section 94(2) of the Act) pursuant to the authority conferred by resolution 3.



DATED: 17 February 2005

BLACKSTONE CAPITAL PARTNERS (CAYMAN) IV L.P.

By: Blackstone Management Associates (Cayman) IV L.P., its general partner

By: Blackstone LR Associates (Cayman) IV Ltd., its general partner

By: 

Name:

Title:

CC

BLACKSTONE REAL ESTATE PARTNERS (ALBERTA) IV L.P.

By: Blackstone Real Estate Associates (Alberta) IV L.P., its general partner

By: Blackstone Real Estate (Cayman) IV Ltd., its general partner

By: 

Name:

Title: