

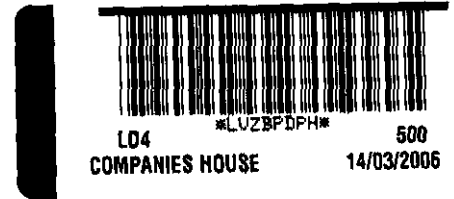
**WRITTEN RESOLUTIONS OF THE SOLE MEMBER OF
HELENUS LIMITED**

(the "Company")

Registered Number 05305856

THE COMPANIES ACT 1985

PRIVATE COMPANY LIMITED BY SHARES



In connection with the transactions referred to in the Minutes of the Meeting of the Directors of the Company of today's date, we refer to the following documents (defined terms in those Minutes having the same meanings when used in these Written Resolutions):

- (i) a final draft Facility Agreement. It was noted that under this document the Company would be required to make certain representations and be subject to certain covenants in connection with the Company's obligations under the document detailed at (ii) below; and
- (ii) a final draft Security Agreement. It was noted that under this document the Company will grant a charge over the Companies shares in Nestor Primecare Services Limited.

The documents described in paragraphs (i) to (ii) above are collectively referred to in these resolutions as the "**Document(s)**".

WE, the undersigned, being or representing the sole member of the Company for the time being entitled to receive notice of and attend and vote at a general meeting of the Company hereby pass the following special resolutions as written resolutions of the Company in accordance with the Company's Articles of Association and Section 381A of and Schedule 15A to the Companies Act 1985:

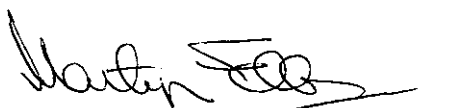
SPECIAL RESOLUTIONS

1. **THAT**, with effect from the passing of this resolution the memorandum of the Company be amended by the insertion of new article 3A in the following terms and it be approved and adopted as follows:

"3A. The Company shall have the power to secure the discharge of any liabilities or the performance of any kind of obligations of any person as the Company shall think fit including, without limitation, by any charge over the whole or any part of the undertaking or assets of the Company."
2. **THAT** the execution and delivery by the Company of the Finance Documents and the performance by the Company of its obligations under the Finance Documents be and is hereby ratified and approved as being for the benefit of and in the best interests of the Company.

3. **THAT** the Company's execution, delivery and performance of the Finance Documents and performance of the transactions contemplated by it, and the approval, execution and delivery for and on behalf of the Company of the Finance Documents and any other agreement or document executed by the Company under hand or as a deed which the Authorised Signatories considered necessary or desirable in connection with the Finance Documents is hereby ratified and authorised.
4. **THAT** the Directors have authority to approve the terms of, and the transactions contemplated by the Finance Documents and any related document.
5. **THAT** the granting of the security under the Security Agreement is in the best interests of the Company's business and the entry into by the Company of the proposed transactions substantially on the terms set out in the Finance Documents is to the commercial benefit and the advantage of the Company.

Member



For and on behalf of

NESTOR HEALTHCARE GROUP PLC

Date

3/3/06