

**WRITTEN RESOLUTIONS OF MEMBERS PURSUANT TO S381A
COMPANIES ACT 1985**

COMPANY NUMBER: SC158340

THE COMPANIES ACT 1985

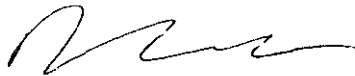
PRIVATE COMPANY LIMITED BY SHARES

**WRITTEN RESOLUTIONS OF BALMORAL NURSING HOMES
LIMITED**

WRITTEN RESOLUTIONS

We, the undersigned, being all the members of the company who, at the date of these resolutions would be entitled to attend and vote at general meetings of the company HEREBY PASS the following resolutions and agree that the said resolutions shall, for all purposes be as valid and effective as if the same had been passed at a general meeting of the company duly convened and held:

- 1 A Special Resolution "that the company be wound up voluntarily and that Daniel Smith and Andrew Conquest of Grant Thornton UK LLP, be appointed as joint liquidators of the company for the purposes of the voluntary winding up".
- 2 An Ordinary Resolution "that the liquidators' remuneration, and fees for Grant Thornton UK LLP's tax advice, be fixed according to Grant Thornton UK LLP's time costs".
- 3 An Extraordinary Resolution "that the liquidators be authorised to value the whole or part of the company's non-cash assets for the purpose of a distribution in specie and that they distribute such assets accordingly".
- 4 An Ordinary Resolution "that the liquidators be authorised to act severally in the conduct of the liquidation".



For Cannon Capital AV Limited

Date: 9 June 2006

