

Company No: 196089  
Filing Copy

THE COMPANIES ACTS 1985 to 1989

---

COMPANY LIMITED BY SHARES

---

WRITTEN RESOLUTION

of

HEALTHCARE SCOTLAND LIMITED  
("the Company")



The following Resolution was passed by the Members of the Company as a Special Resolution of the Company pursuant to Section 381A of the Companies Act 1985 and shall be for all purposes as valid and effective as if the same had been passed at a General Meeting of the Company duly convened and held:-

AS A SPECIAL RESOLUTION:-

"That the Articles of Association be altered as follows:-

(a) by the deletion of the existing Article 7 and the substitution of the following new Article:-

7 (a)

- (i) If any transfer of shares is presented to the Directors, in which the proposing transferor is a Director of the Company (the "Transferring Director"), the power to approve or decline to approve such a transfer shall (notwithstanding Articles 17 and 21 and any other provision to the contrary in these Articles) be vested in the Director or Directors other than the Transferring Director and the Transferring Director shall take no part in discussions nor have any vote relative to such transfer.
- (ii) In the event of the death or Permanent Incapacity (as hereinafter defined) of a shareholder who is also a Director, the remaining Director or Directors shall

be bound to approve for registration any transfer or transfers presented by the personal representative of such Director in favour of any one or more than one of the spouse and children of such Director. For the purposes of this paragraph "Permanent Incapacity" of a Director shall exist where either:-

- (1) he is admitted to hospital in pursuance of an application for admission for treatment under the Mental Health Act, 1983 or in Scotland, an application for admission under the Mental Health (Scotland) Act 1984; or
- (2) an order is made by a court having jurisdiction (whether in the United Kingdom or elsewhere) in matters concerning mental disorder for his detention or for the appointment of a receiver, curator bonis or other person to exercise powers with respect to his property or affairs.

- (b) The Directors (or pursuant to Article 7(a)(i), the Directors other than the Transferring Director) may in their absolute discretion and without assigning any reason therefor decline to register any transfer or transmission of a share (whether or not it is fully paid) to which Article 7(a)(ii) above does not apply

- (b) by the addition of the following new Article:-

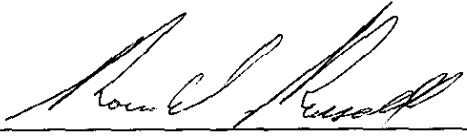
14A.

- (a) For so long as Derek Guy Chappell (or, amongst them, his spouse or children pursuant to Article 7(a)(ii)) hold 50% or more of the issued share capital of the company) he (or they) shall be entitled to appoint a person who is willing to act to be a Director notwithstanding the terms of Regulation 78 of Table A. A Director so appointed may only (subject to Article 19) be removed from office by Derek Guy Chappell (or, amongst them, his spouse or children).
- (b) For so long as Ronald Russell (or, amongst them, his spouse or children pursuant to Article 7(a)(ii)) hold 50% or more of the issued share capital of the company) he (or they) shall be entitled to appoint a person who is willing to act to be a Director notwithstanding the terms of Regulation 78 of Table A. A Director so appointed may only (subject to Article 19) be removed from office by Ronald Russell (or, amongst them, his spouse or children)

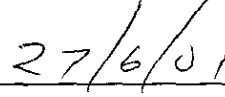
AND

- (c) by the deletion of the existing Article 21(b) and the substitution of the following new Article:-

21. (b) Subject to Article 7(a)(i) hereof, the quorum necessary for the transaction of all business of the Directors shall be two Directors present in person or represented by an Alternate Director appointed under Article 16 hereof;"



Director



Date