

Company Number: SC 224907

THE COMPANIES ACT 1985
(as amended by the Companies Act 1989)

COMPANY LIMITED BY SHARES

WRITTEN RESOLUTIONS

OF

HEALTHCARE ENGLAND LIMITED ("the Company")


We, being all the sole member entitled to attend and vote at general meetings of the Company, hereby resolve and agree that the following Resolutions (which would otherwise be required to be passed as Special Resolutions) are hereby passed as Written Resolutions pursuant to Section 381A Companies Act 1985.

WRITTEN RESOLUTIONS


- 1 That the transaction relating to the acquisition (directly and indirectly) of the whole of the issued share capital of Affinity Healthcare Limited by the sale and purchase of the whole of the issued share capital of the Company's holding company Healthcare Scotland Limited (the "Acquisition") be hereby approved.
- 2 That the draft share purchase agreement relating to the Acquisition proposed to be made between Derek Chappell and Ronald Russell (1) the AHL Sellers (as defined in the Agreement) (2) Ingleby (1620) Limited (3) and Ingleby (1640) Limited (4) (the "Agreement") be hereby approved.



- 3 That the sole director or any further directors of the Company to be appointed not withstanding his or their personal interest(s) in the Acquisition and/or the Agreement and the restriction in article 17 of the Company's articles of association has or have authority to act on, vote on and count towards the quorum in relation to any matters relating to the Acquisition and/or the Agreement.

Signed: 

for and on behalf of HEALTHCARE SCOTLAND LIMITED

Print Name: 

Date of Signature: *23 December 2004*