

THE COMPANIES ACT 1989

COMPANY NUMBER: 3166696

ELECTIVE RESOLUTIONS OF: SOUTHWARK PARK NURSING HOMES LIMITED

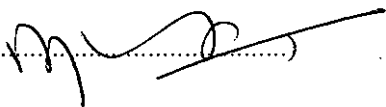
We, the undersigned, being all members for the time being of the above named company entitled to receive notice of and to attend and vote at General Meetings, HEREBY PASS the following resolutions as Elective Resolutions and agree that the said resolutions shall, for all purposes be valid and effective as if the same had been passed at a General Meeting of the Company duly convened and held:

IT WAS RESOLVED:

- (a) That, with effect from the date of passing of this Elective Resolution in accordance with section 366A of the Companies Act 1985, the Company shall not hold annual general meetings.
- (b) That, with effect from the date of passing this Elective Resolution in accordance with section 252 of the Companies Act 1985, the directors shall not be required to lay reports before the Company in general meetings.
- (c) That, with effect from the date of passing this Elective Resolution in accordance with section 386 of the Companies Act 1985, the Company shall dispense with the obligation to appoint auditors annually and accordingly, the Company's auditors shall remain in office until the Company or the auditors otherwise determine.

Dated this 26 day of Feb 1999

Signed



For and on behalf of

ROUCHMONT INVESTMENTS LIMITED

