

SPECIAL RESOLUTION

Registered No. 04215291

THE COMPANIES ACT 1985

SPECIAL RESOLUTION

of

MOBILE DOCTORS HOLDINGS LIMITED

AT AN EXTRAORDINARY GENERAL MEETING of the Company duly convened and held on 2nd March 2005, the following resolution was duly passed as a special resolution:

SPECIAL RESOLUTION

Resolution to amend articles: Mobile Doctors

THAT the articles of association of the Company be amended as follows:

- (c) by the removal of the definition of "Permitted Transfer" in article 1.3 and its replacement with the following definition:

'"Permitted Transfer": a transfer or disposal permitted by article 4.5 or as defined in article 7.9

- (d) by the insertion of a new paragraph (b) of article 3.5 as follows:

'3.5 At any time that the holders of Preferred Ordinary Shares are entitled to enhanced voting rights pursuant to paragraph (b) of article 3.3, the Investor Majority shall be entitled to remove any Director from office and/or appoint any person as a Director in his place, provided that any person removed and/or replaced pursuant to this paragraph (b), together with:

(i) any other person removed pursuant to this paragraph (b) within the previous six months; and

(ii) any Investor Director appointed pursuant to paragraph (a) above,

does not constitute one half or more of the total number of Directors for the time being.'

and the consequential renumbering of paragraphs (b) to (d) of article 3.5 and any cross-references to such paragraphs.

- (b) by the removal of paragraph (c) of article 3.5 (formerly paragraph (b) of article 3.5) and its replacement with the following paragraph:

'(c) Any person or persons together entitled to exercise one half or more of the total number of votes which can then be cast on a poll at any general

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meeting of the Company may, with Investor Approval, from time to time (for so long as he or they remain so entitled) by service of notice remove any or all of the Directors and/or appoint any person or persons as a Director or Directors of the Company.'

- (c) by the removal of the reference to "paragraphs (a) or (b)" in paragraph (d) of article 3.5 (originally paragraph (c) of article 3.5) and its replacement with "paragraphs (a) to (c) inclusive".
- (d) by the insertion of the following words after "... pursuant to paragraph (a) ..." in article paragraph (d) of article 3.5 (originally paragraph (c) of article 3.5):

'... or (b) ...'

- (e) by the insertion of the following words after the words "...a Member shall be permitted..." in article 4.5:

'... to transfer or dispose of any of the voting rights arising from Shares, subject to Investor Approval, to such person or persons as the Member thinks fit or...'

Dated: 2nd March 2005


Chairman