

No. 4433255

THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

WRITTEN RESOLUTIONS

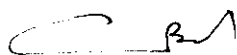
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PRIORY HEALTHCARE ACQUISITION CO LIMITED

(Effective *29 May* 2002)

The following resolution was duly agreed to by the sole member of the Company in accordance with section 381A of the Companies Act 1985 as Written Resolutions with effect from *29 May* 2002.

"THAT each of the 2 issued ordinary shares of £1 each and each of the 115,999,998 authorised but unissued ordinary shares of £1 each in the capital of the Company be divided into two ordinary shares of 50p each."



.....
Director

