

THE COMPANIES ACT 1985 (as amended)

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTIONS

-of-

HOSPITAL CORPORATION INTERNATIONAL GROUP PLC

(Company Registration Number 62246)

(passed on 5th May 1993)

At an Extraordinary General Meeting of the Company duly convened and held at 22 Tudor Street London EC4Y 0JJ on 5th May 1993 the following Resolutions were passed as Special Resolutions:

SPECIAL RESOLUTIONS

(1) THAT:

(A) The Scheme of Arrangement dated 8 April 1993 ("the Scheme") between the Company and (1) the holders of the Public Ordinary Shares (2) the holders of the Preference Shares and (3) the Related Parties (as such terms are defined in the Scheme), a print of which has been produced to this Meeting and signed for the purpose of identification by the Chairman of the Meeting, be and is hereby approved: and

(B) For the purpose of giving effect to the Scheme:

(i) the capital of the Company be reduced by extinguishing and cancelling the Related Parties Merger Shares (as so defined):

(ii) £200,000 or such lesser sum after taking account of the Adjustment in accordance with Clause 2(a)(iii) of the Scheme, being part of the amount standing to the credit of share premium account, be capitalised and applied in paying up and allotting, credited as fully paid, 2,000,000 Ordinary Shares of 10p each or such lesser number after taking account of the Adjustment as aforesaid to Mr Dennis Sokol ranking *pari passu* with the existing Ordinary Shares of 10p each:

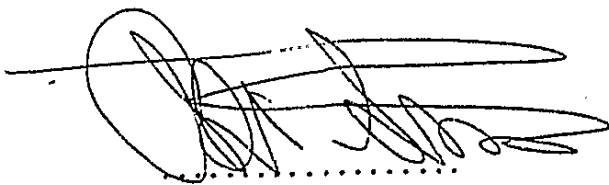


(iii) the Directors be and they are hereby empowered, pursuant to Section 80 of the Companies Act 1985, to allot relevant securities (as defined in Section 80(2) of the Companies Act 1985) for the period commencing on the date of the passing of this Resolution and expiring at the commencement of the Annual General Meeting of the Company held next after the passing of this Resolution or 15 months after the passing of this Resolution (whichever is the earlier) and at any time thereafter pursuant to any offer, agreement or other arrangement made by the Company before the expiry of this power, concurrently with and without prejudice to any other such power previously granted to them and subsisting at the date of this Resolution, and as if Section 89(1) of that Act did not apply to such allotment any number and amount of equity securities (as so defined in Section 94(2) of that Act) up to a maximum aggregate nominal amount of £400,000: and

(iv) the Company be authorised to pay in accordance with clause 3(c) of the Scheme, the sum of £184,999 to Holdings (as defined in the Scheme) in cash referable to the following individuals in the following amounts:

<i>Name</i>	<i>Amount</i>
Dennis Sokol	£85,000
Anthony Bryan	£33,333
Ronald Marston	£33,333
Rodrigo Moreno	£33,333

(2) THAT, conditionally upon the Scheme of Arrangement dated 8 April 1993 becoming effective, the name of the Company be changed to Healthcare Holdings PLC.



Arthur Stone

Secretary

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**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

No. 62246

I hereby certify that

HOSPITAL CORPORATION INTERNATIONAL GROUP
PLC

having by special resolution changed its name,
is now incorporated under the name of

HEALTHCARE HOLDINGS PLC

Given under my hand at the Companies Registration Office,
Cardiff the 4 AUGUST 1993


A. F. FLETCHER

an authorised officer