

COMPANY NUMBER. SC167281

The Companies Act 1985

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION

of

INVER HEALTHCARE SERVICES LIMITED

CERTIFIED A TRUE COPY


.....
MACLAY, MURRAY & SPENS,
SOLICITORS, EDINBURGH

Passed 10 JUNE 2002

In accordance with the Company's articles of association and section 381A of the Companies Act 1985, we the undersigned being or representing all the members of the Company for the time being entitled to receive notice of and attend and vote at a general meeting of the Company, **HEREBY RESOLVE** as follows:-

RESOLUTION

That with effect from the passing of this resolution and subject to compliance with sections 155 to 158 of the Companies Act 1985 the terms of, the arrangements contemplated by and the execution, delivery and performance by the Company of the following documents (which will constitute the giving of financial assistance by the Company as described in the explanatory memorandum by Messrs Maclay Murray & Spens in connection with sections 155 to 158 of the Companies Act 1985, a copy of which memorandum has been examined by the members (the "Explanatory Memorandum")) be approved:

1. the Senior Guarantor Accession Memorandum;
2. the Mezzanine Guarantor Accession Memorandum;
3. the Debenture;
4. the Intra-Group Loan Agreement; and
5. the Intercreditor Accession Deed,

each as defined in the Explanatory Memorandum.


.....
For and on behalf of Transworld Healthcare (UK) Limited

Date 10 JUNE 2002

SXJB/SMK/ALL.71.3/CMEM
Final Written Resolution

