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COMPANIES FORM No. 12

**Statutory Declaration of compliance
with requirements on application
for registration of a company****12**Please do not
write in
this margin

Pursuant to section 12(3) of the Companies Act 1985

Please complete
legibly, preferably
in black type, or
bold block lettering

To the Registrar of Companies

For official use

For official use

[] [] [] []

2120462

Name of company

* Insert full
name of Company*
LLYS MEIRCHION LIMITED

I, HOWARD THOMAS

of 70/74 City Road, London EC1Y 2DQ.

† delete as
appropriate

do solemnly and sincerely declare that I am a ~~Solicitor engaged in the formation of the company~~
[person named as director or secretary of the company in the statement delivered to the registrar
under section 10(2)]† and that all the requirements of the above Act in respect of the registration of the
above company and of matters precedent and incidental to it have been complied with,

And I make this solemn declaration conscientiously believing the same to be true and by virtue of the
provisions of the Statutory Declarations Act 1835

Declared at 11 Breems Buildings,
in the City of London
EC4

Declarant to sign below

the 20th day of March,

One thousand nine hundred and EIGHTY-SEVEN

before me C. Gannon Hughes

A Commissioner for Oaths or Notary Public or Justice of
the Peace or Solicitor having the powers conferred on a
Commissioner for Oaths.

Presentor's name address and
reference (if any):

For official Use
New Companies Section

Post room



The Solicitors' Law Stationery Society plc, Oyez House, 27 Crimscoth Street, London SE1 5TS

Companies G12

4-68 BHAM.
5017173

2120462



The Companies Act 1985
COMPANY LIMITED BY SHARES



MEMORANDUM OF ASSOCIATION
of

LLYS MEIRCHION LIMITED

1. The Company's name is "LLYS MEIRCHION LIMITED"
2. The Company's registered office is to be situated in England and Wales.
3. The Company's objects are:-
 - (A) To undertake the management of houses, schools, colleges, institutes and educational and medical institutions for the training, education, guidance and care of handicapped persons, persons suffering from illnesses of both a physical and mental nature, and persons who suffer from any deficiency or defect in any physical or mental faculty, and in particular to buy, set up and manage a residential treatment centre and home for persons suffering from autistic forms of disablement, and provide specialist training for the benefit of all such persons, and to engage specialist training staff and teachers, and to provide tuition and training in skills and crafts, and to sell and distribute products through appropriate agencies any articles or products produced by all such handicapped persons in the workshops and training centres provided by the Company.
 - (B) To carry on any other trade or business whatsoever which can, in the opinion of the Board of Directors, be advantageously carried on by the Company in connection with or as ancillary to any of the above businesses or the general business of the Company, or further any of its objects.
 - (C) To purchase, take on lease or in exchange, hire or otherwise acquire and hold for any estate or interest any lands, buildings, easements, rights, privileges, concessions, patents, patent rights, licences, secret processes, machinery, plant, stock-in-trade, and any real or personal property of any kind for such consideration and on such terms as may be considered expedient.



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NAT. 009716 £50.

(D) To erect, construct, lay down, enlarge, alter and maintain any roads, railways, tramways, sidings, bridges, reservoirs, shops, stores, factories, buildings, works, plant and machinery necessary or convenient for the Company's business, and to contribute to or subsidise the erection, construction and maintenance of any of the above.

(E) To borrow or raise or secure the payment of money for the purposes of or in connection with the Company's business, and for the purposes of or in connection with the borrowing or raising of money by the Company to become a member of any building society.

(F) To mortgage and charge the undertaking and all or any of the real and personal property and assets, present or future, and all or any of the uncalled capital for the time being of the Company, and to issue at par or at a premium or discount, and for such consideration and with and subject to such rights, powers, privileges and conditions as may be thought fit, debentures or debenture stock, either permanent or redeemable or repayable, and collaterally or further to secure any securities of the Company by a trust deed or other assurance.

(G) To issue and deposit any securities which the Company has power to issue by way of mortgage to secure any sum less than the nominal amount of such securities, and also by way of security for the performance of any contracts or obligations of the Company or of its customers or other persons or corporations having dealings with the Company, or in whose businesses or undertakings the Company is interested, whether directly or indirectly.

(H) To receive money on deposit or loan upon such terms as the Company may approve, and to guarantee the obligations and contracts of any person or corporation.

(I) To make advances to customers and others with or without security, and upon such terms as the Company may approve, and generally to act as bankers for any person or corporation.

(J) To grant pensions, allowances, gratuities and bonuses to officers, ex-officers, employees or ex-employees of the Company or its predecessors in business or the dependants or connections of such persons, to establish and maintain or concur in establishing and maintaining trusts, funds or schemes (whether contributory or non-contributory) with a view to providing pensions or other benefits for any such person as aforesaid, their dependants or connections, and to support or subscribe to any charitable funds or

institutions, the support of which may, in the opinion of the Directors, be calculated directly or indirectly to benefit the Company or its employees, and to institute and maintain any club or other establishment or profit-sharing scheme calculated to advance the interests of the Company or its officers or employees.

(K) To draw, make, accept, endorse, negotiate, discount and execute promissory notes, bills of exchange and other negotiable instruments.

(L) To invest and deal with the moneys of the Company not immediately required for the purposes of its business in or upon such investments or securities and in such manner as may from time to time be determined.

(M) To pay for any property or rights acquired by the Company, either in cash or fully or partly paid-up shares, with or without preferred or deferred or special rights or restrictions in respect of dividend, repayment of capital, voting or otherwise, or by any securities which the Company has power to issue, or partly in one mode and partly in another, and generally on such terms as the Company may determine.

(N) To accept payment for any property or rights sold or otherwise disposed of or dealt with by the Company, either in cash, by instalments or otherwise, or in fully or partly paid-up shares of any Company or corporation, with or without deferred or preferred or special rights or restrictions in respect of dividend, repayment of capital, voting or otherwise, or in debentures or mortgage debentures or debenture stock, mortgages or other securities of any company or corporation, or partly in one mode and partly in another, and generally on such terms as the Company may determine, and to hold, dispose of or otherwise deal with any shares, stock or securities so acquired.

(O) To enter into any partnership or joint-purse arrangement or arrangement for sharing profits, union of interests or co-operation with any company, firm or person carrying on or proposing to carry on any business within the objects of this Company, and to acquire and hold, sell, deal with or dispose of shares, stock or securities of any such company, and to guarantee the contracts or liabilities of, or the payment of the dividends, interest or capital of any shares, stock or securities of and to subsidise or otherwise assist any such company.

(P) To establish or promote or concur in establishing or promoting any other company whose objects shall include the acquisition and taking over of all or any of the assets and liabilities of this Company or the promotion of which shall be in any manner calculated to

advance directly or indirectly the objects or interests of this Company, and to acquire and hold or dispose of shares, stock or securities of and guarantee the payment of the dividends, interest or capital of any shares, stock or securities issued by or any other obligations of any such company.

(Q) To purchase or otherwise acquire and undertake all or any part of the business, property, assets, liabilities and transactions of any person, firm or company carrying on any business which this Company is authorised to carry on.

(R) To sell, improve, manage, develop, turn to account, exchange, let on rent, royalty, share of profits, or otherwise, grant licences, easements and other rights in or over, and in any other manner deal with or dispose of the undertaking and all or any of the property and assets for the time being of the Company for such consideration as the Company may think fit.

(S) To amalgamate with any other company whose objects are or include objects similar to those of this Company, whether by sale or purchase (for fully or partly paid-up shares or otherwise) of the undertaking, subject to the liabilities of this or any such other company as aforesaid, with or without winding up, or by sale or purchase (for fully or partly paid-up shares or otherwise) of all or a controlling interest in the shares or stock of this or any such other company as aforesaid, or by partnership, or any arrangement of the nature of partnership, or in any other manner.

(T) To distribute among the members in specie any property of the Company, or any proceeds of sale or disposal of any property of the Company, but so that no distribution amounting to a reduction of capital be made except with the sanction (if any) for the time being required by law.

(U) To do all or any of the above things in any part of the world, and either as principals, agents, trustees, contractors or otherwise, and either alone or in conjunction with others and either by or through agents, trustees, sub-contractors or otherwise.

(V) To do all such other things as are incidental or conducive to the above objects or any of them.

And it is hereby declared that in the construction of this clause the word "company" except where used in reference to the Company shall be deemed to include any person or partnership or other body of persons, whether incorporated or not incorporated, and whether domiciled in Great Britain or elsewhere, and that the objects specified in the different

paragraphs of this clause shall, except where otherwise expressed therein, be in nowise limited by reference to any other paragraph or the name of the Company, but may be carried out in as full and ample a manner and shall be construed in as wide a sense as if each of the said paragraphs defined the objects of a separate, distinct and independent company.

4. The liability of the members is limited.

5. The Company's share capital is £100, divided into 100 shares of £1 each. The shares in the original or any increased capital may be divided into several classes, and there may be attached thereto respectively any preferential, deferred or other special rights, privileges, conditions or restrictions as to dividend, capital, voting or otherwise.

WE, the Subscribers to this Memorandum of Association, wish to be formed into a Company pursuant to this Memorandum; and we agree to take the number of shares shown opposite our respective names.

NAMES AND ADDRESSES OF SUBSCRIBERS	Number of Shares taken by each Subscriber
--	---

W. TESTER,
70/74, City Road,
London, EC1Y 2DQ.

ONE

C. MILFORD-COTTAM,
70/74, City Road,
London, EC1Y 2DQ.

ONE

Dated this 20th day of March, 1987

Witness to the above Signatures:-

W.R. PAYNE,
70/74, City Road,
London, EC1Y 2DQ.

The Companies Act 1985
COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

of

LLYS MEIRCHION LIMITED

PRELIMINARY

1. (a) Subject as hereinafter provided, the regulations contained in Table A in The Companies (Tables A to F) Regulations 1985 (hereinafter referred to as "Table A") shall apply to the Company.

(b) Regulations 8, 64, 76, 77, 94, 95, 96, 97 and 113 of Table A shall not apply to the Company.

(c) In these Articles "the Act" means the Companies Act 1985 and every statutory modification and re-enactment thereof for the time being in force.

2. The company is a private company and accordingly no invitation or offer shall be made to the public (whether for cash or otherwise) to subscribe for any shares in or debentures of the Company, nor shall the Company allot or agree to allot (whether for cash or otherwise) any shares in or debentures of the Company with a view to all or any of these shares or debentures being offered for sale to the public.

SHARES

3. (a) The Directors may subject to Article 4 hereof allot, grant options over, or otherwise deal with or dispose of any relevant securities (as defined by Section 80 (2) of the Act) of the Company to such persons and generally on such terms and conditions as the Directors think proper.

(b) The general authority conferred by paragraph (a) of this Article shall be conditional upon due compliance with Article 4 hereof and shall extend to the amount of the authorised share capital of the Company upon its incorporation. The said authority will expire on the 29th day of February, 1992 unless renewed, varied or revoked by the Company in general meeting.

(c) The Directors shall be entitled under the general authority conferred by paragraph (a) of this Article to make at any time before the expiry of such authority any offer or agreement which will or might require relevant securities of the Company to be allotted after the expiry of such authority.

4. (a) Subject to any direction to the contrary that may be given by the Company in general meeting all shares authorised pursuant to Article 3 hereof to be allotted shall be offered to the members in proportion to the existing shares held by them and such offer shall be made by notice in writing specifying the number of the shares to which the member is entitled and limiting a time (being not less than 21 days) within which the offer if not accepted will be deemed to have been declined, and after the expiry of such time or upon receipt of any intimation from the member to whom such notice is given that he declines to accept the shares offered, the Directors may, subject to these Articles, allot or otherwise dispose of the same to such persons and upon such terms as they think most beneficial to the Company. The Directors may in like manner dispose of any such shares as aforesaid which, by reason of the proportion borne by them to the number of persons entitled to any such offer as aforesaid or by reason of any other difficulty in apportioning the same, cannot in the opinion of the Directors be conveniently offered in manner hereinbefore provided.

(b) By virtue of Section 91 (1) of the Act, Sections 89 (1) and 90 (1) to 90 (6) inclusive of the Act shall not apply to the Company.

LIEN

5. The Company shall have a first and paramount lien on every share (whether or not it is a fully paid share) for all moneys (whether presently payable or not) called or payable at a fixed time in respect of that share and the Company shall also have a first and paramount lien on all shares (whether fully paid or not) standing registered in the name of any member whether solely or one of two or more joint holders for all moneys presently payable by him or his estate to the Company; but the Directors may at any time declare any share to be wholly or in part exempt from the provisions of this Article. The Company's lien (if any) on a share shall extend to all dividends payable thereon.

TRANSFER OF SHARES

6. Save as otherwise provided in these Articles, the Directors may, in their absolute discretion and without assigning any reason therefor, decline to register any transfer of any share, whether or not it is a fully paid share. The first sentence of regulation 24 of Table A shall not apply to the Company.

MEETINGS

7. In accordance with Section 372 (3) of the Act in every notice calling a general meeting of the Company there shall appear with reasonable prominence a statement that a member entitled to attend and vote is entitled to appoint a proxy to

attend and vote instead of him and that a proxy need not be a member of the Company. Regulation 38 of Table A shall be modified accordingly and the second sentence of regulation 59 of Table A shall not apply to the Company.

8. In regulation 41 of Table A there shall be added at the end: "if at any adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting the meeting shall be dissolved."

DIRECTORS

9. Unless and until otherwise determined by the Company in General Meeting the number of the Directors shall not be less than one nor more than five. The first Directors of the Company will be the person or persons named in the Statement delivered to the Registrar of Companies in accordance with Section 10 of the Act.

10. If and so long as there shall be one Director only he shall be entitled to exercise all the powers and shall carry out all the duties assigned to Directors and the provisions of these Articles and the regulations of Table A shall be construed accordingly.

11. No person other than a Director retiring by rotation shall be elected a Director at any general meeting unless -

- (i) he is recommended by the Directors; or
- (ii) not less than fourteen nor more than thirty five clear days before the date of the meeting, a notice in writing signed by a member qualified to vote at the meeting has been given to the Company of the intention to propose that person for election, together with a notice in writing signed by that person of his willingness to be elected.

12. A Director shall not be required to hold any share qualification but shall nevertheless be entitled to receive notice of and to attend at all general meetings of the Company and at all separate general meetings of the holders of any class of shares in the capital of the Company.

13. The Company shall not be subject to Section 293 of the Act. Any person may be appointed or elected as a Director, whatever may be his age, and no Director shall be required to vacate his office by reason of his attaining or having attained the age of seventy years or any other age.

BORROWING POWERS

14. The Directors may exercise all the powers of the Company to borrow money, and to mortgage or charge its undertaking, property and uncalled capital, or any part thereof, and, subject (in the case of any security convertible into shares) to Section 80 of the Act and Article 3 hereof, to issue

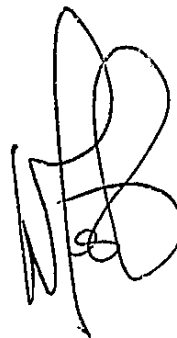
debentures, debenture stock, and other securities whether outright or as security for any debt, liability or obligation of the Company or of any third party.

POWERS AND DUTIES OF DIRECTORS

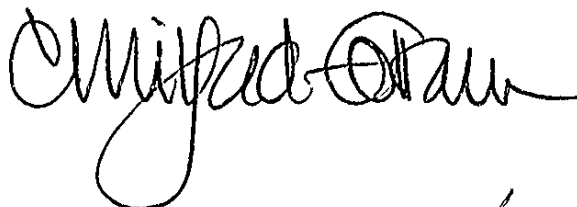
15. A Director may vote in respect of any contract or proposed contract or arrangement in which he is interested, whether directly or indirectly, or upon any matter arising therefrom and he may be counted in the quorum present at any meeting at which any such contract, arrangement or matter is proposed or considered, and if he shall so vote his vote shall be counted.

NAMES AND ADDRESSES OF SUBSCRIBERS

W. TESTER,
70/74, City Road,
London, EC1Y 2DQ.




C. MILFORD-COTTAM,
70/74, City Road,
London, EC1Y 2DQ.



Dated this 20th day of March, 1987

Witness to the above Signatures:-


W.R. PAYNE,
70/74, City Road,
London, EC1Y 2DQ.



COMPANIES FORM No. 10

**Statement of first directors
and secretary and intended
situation of registered office**

10

Please do not
write in
this margin

Pursuant to section 10 of the Companies Act 1985

Please complete
legibly, preferably
in black type, or
bold block lettering

To the Registrar of Companies

For official use

2120462

Name of company

*Insert full name
of company

* LLYS MEIRCHION LIMITED.

The intended situation of the registered office of the company on incorporation is as stated below

Henllan, Denbigh, Clwyd.

Postcode

If the memorandum is delivered by an agent for the subscribers of the memorandum please mark 'X' in the box opposite and insert the agent's name and address below

X

Oyez Services

Company Division

70/74 City Road, London EC1Y 2DQ

Postcode

Number of continuation sheets attached (see note 1)

Presentor's name, address and
reference (if any):

For official use

General Section

Post room

The name(s) and particulars of the person who is, or the persons who are, to be the first director or directors of the company (note 2) are as follows:

Name (note 3) EDITH ADEY-JONES.		Business occupation PROPRIETOR OF CARE HOME GROUP	
Previous name(s) (note 3)		Nationality	
Address (note 4) Galltfaenan Hall, Trefnant, Denbigh, Clwyd.		British.	
Postcode		Date of birth (where applicable) (note 6)	
Other directorships† GALLTFAENAN HALL (WIRRAL) LTD.			
I consent to act as director of the company named on page 1			
Signature <i>E. Adey Jones</i>		Date 16.03.87	

Please do not write in this margin

Please write in this margin

Please legible in black bold

†Enter particulars of other directorships held or previously held (see note 5). If this space is insufficient use a continuation sheet.

Name (note 3) PATRICIA DIANE ADEY-JONES.		Business occupation PARTNER IN CARE HOME GROUP	
Previous name(s) (note 3)		Nationality	
Address (note 4) Galltfaenan Hall, Trefnant, Denbigh, Clwyd.		British.	
Postcode		Date of birth (where applicable) (note 6)	
Other directorships† GALLTFAENAN HALL (WIRRAL) LTD.			
I consent to act as director of the company named on page 1			
Signature <i>P. Adey Jones</i>		Date 16.03.87	

Delete signed subscri

Name (note 3)		Business occupation	
Previous name(s) (note 3)		Nationality	
Address (note 4)		Date of birth (where applicable)	
Postcode			
Other directorships†			
I consent to act as director of the company named on page 1			
Signature		Date	

Delete signed on behalf of subscri

All the must s person person authori for the

The name(s) and particulars of the person who is, or the persons who are, to be the first secretary, or joint secretaries, of the company are as follows:

Please do not
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this margin

Please complete
legibly, preferably
in black type, or
bold block lettering

Name (notes 3 & 7)	
HOWARD THOMAS	
Previous name(s) (note 3)	
Address (notes 4 & 7) 70/74 CITY ROAD,	
LONDON	
Postcode	EC1Y 2DQ.
I consent to act as secretary of the company named on page 1	
Signature	Date 16/3/87

Name (notes 3 & 7)	
Previous name(s) (note 3)	
Address (notes 4 & 7)	
Postcode	
I consent to act as secretary of the company named on page 1	
Signature	Date

Delete if the form is
signed by the
subscribers.

Signature of agent on behalf of subscribers	Date 16-3-87
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Delete if the form is
signed by an agent
on behalf of the
subscribers.

All the subscribers
must sign either
personally or by a
person or persons
authorised to sign
for them.

Signed	Date
Signed	Date
Signed	Date
Signed	Date
Signed	Date
Signed	Date

FILE COPY



CERTIFICATE OF INCORPORATION OF A PRIVATE LIMITED COMPANY

No. 2120462

I hereby certify that

LLYS MEIRCHION LIMITED

is this day incorporated under the Companies Act 1985 as a
private company and that the Company is limited.

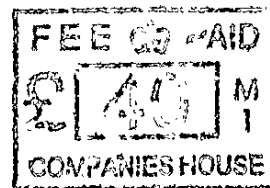
Given under my hand at the Companies Registration Office,
Cardiff the

7TH APRIL 1987

M. Ikram Dar
M. IKRAM DAR

an authorised officer

THE COMPANIES ACT 1985



SPECIAL RESOLUTION

of LLYS MEIRCHION LIMITED passed on 14 March 1990

Company Number 2120462

An extraordinary general meeting of the members of Llys Meirchion Limited duly convened and held at Llys Meirchion, Henllan, Denbigh, Clwyd on 14 March 1990 passed the following special resolution:

"That the name of the company be changed to Mental Health Care (UK) Limited"

M. Adey

M. Adey
1990
COMPANIES
HOUSE

Company Secretary

RB of 3401-
£40
COMPANIES
2120462
646 211

FILE COPY



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

No. 2120462

I hereby certify that

LLYS MEIRCHION LIMITED

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

MENTAL HEALTH CARE (UK) LIMITED

Given under my hand at the Companies Registration Office,
Cardiff the 5 APRIL 1990

V J Kendrick
MRS V J KENDRICK

an authorised officer

Number of Company: 2120462

8/4.

THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION

pursuant to Section 378 of the Companies Act 1985

of MENTAL HEALTH CARE (U.K.) LIMITED

Passed the 25th day of FEBRUARY 1991.

At an Extraordinary General Meeting of the Members of the
above-named Company, duly convened and held at LLYS

MEIRCHION, HENLLAN, DENBIGH, CLWYD,
on the 25th day of FEBRUARY 1991, the following

SPECIAL RESOLUTION was duly passed:-

THAT the name of the Company be changed to

MENTAL HEALTH CARE (CLWYD) LIMITED

KB0525/JW
JORDAN & SONS LTD
21 ST. THOMAS ST
BRISTOL, BS1 6JS

CN 7/85

E. Hay-Jones
Chairman/Director

FILE COPY



CERTIFICATE OF INCORPORATION ON CHANGE OF NAME

No. 2120462

I hereby certify that

MENTAL HEALTH CARE (UK) LIMITED

having by special resolution changed its name,

is now incorporated under the name of

MENTAL HEALTH CARE (CLWYD) LIMITED

Given under my hand at the Companies Registration Office,

Cardiff the 8 APRIL 1991


P. Davidson (d/s)

an authorised officer

THE COMPANIES ACT 1985

COMPANY NUMBER: 2120462

SPECIAL RESOLUTION

MENTAL HEALTH CARE (CLWYD) LIMITED

At an Extraordinary General Meeting of the members of

the above-named company, duly convened and held at LLYS MEIRCHION, HENLLAN

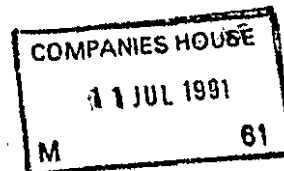
DENBIGH on the 22nd day of APRIL

1991 the following SPECIAL RESOLUTION(s) was passed:-

1. That the provisions of the Memorandum of Association of the Company with respect to its objects be and the same are hereby altered by relettering the existing sub-clause (a) of clause 3 as sub-clause (a)(i) and by inserting immediately thereafter the following new sub-clauses to be lettered (ii) and (iii):-

(ii) To carry on all or any of the businesses of stud farmers and stable proprietors, owners, breeders, trainers, agents for the sale of and dealers in thoroughbred and other horses and livestock and to purchase, take on lease or in exchange or otherwise acquire, hold, manage, work, exercise, sell, grant leases, or otherwise dispose of stallions, services of stallions, brood mares, yearlings, foals, horses in training, and all or any thoroughbred horses and other stock and all equipment, implements, fixtures, fittings, fodder, harness and plant, used for the conduct of a stud farm and stables; to register such blood stock or lease thereof under racing and national hunt rules; manufacturers of and dealers in stable equipment and fittings, saddlery, harness and the like; farriers, general smiths, horse doctors, hay, straw, corn, and forage merchants, general farmers, and graziers, dairymen, poultry breeders, agriculturists and producers of and dealers in farm, dairy, agricultural, garden produce and animal feeding stuffs of all kinds, manufacturers and merchants of and dealers in stables, shelters, huts, kennels, breeding houses and building appliances, apparatus and utensils of every description, required for breeding and rearing purposes, to carry on all or any of the businesses of proprietors of boarding houses, clubs, restaurants, and residential accommodation either furnished or otherwise, and to provide for the tenants and occupiers thereof catering and other services, general merchants, agents and traders; and to establish and maintain riding, social and other clubs and to promote the sport or recreation of horse riding and to participate in meetings for horseracing, steeple-chasing, hunting, polo and other sports or pastimes, and all manner of exhibitions, competitions, shows, and fairs for horses, cattle and other livestock.

JORDAN & SONS LTD
21 ST THOMAS ST
BRISTOL, BS1 6JS



(iii) To acquire by purchase, lease, exchange or otherwise for development, investment or resale and to traffic in land and house and other property of any tenure or any interest therein, and to create, reserve, sell and deal in freehold and leasehold ground rents, and to make advances upon the security of land or house or other property or any interest therein, and whether erected or in course of erection, and whether on first mortgage or subject to a prior mortgage or mortgages; and generally to deal in, traffic by way of sale, lease, exchange or otherwise with land and house property and any other property (whether real or personal) and to turn the same to account as may seem expedient, and in particular by laying out streets, roads, and squares, constructing, sewers and draining, planting, paving and preparing building sites, and by constructing, reconstructing, altering, repairing, improving, decorating, furnishing, and maintaining houses, flats, bungalows, offices, factories, warehouses, wharves, buildings, works and conveniences of all kinds, and by consolidating or connecting or subdividing properties, and by leasing and disposing of the same, and by advancing money to and entering into contracts with builders, tenants and others; and to manage any land, buildings or other property as aforesaid, whether belonging to the Company or not, and to collect rents and income; and to supply to tenants and occupiers catering and other services and all conveniences and amenities commonly required therewith; to acquire and take over businesses or undertakings of all kinds, and to carry on, or dispose of, remove or put an end to the same or otherwise deal with the same as may seem expedient; and to carry on all or any of the businesses of building and civil engineering contractors, land, estate and property developers, repairers and jobbers, estate agents and managers, mortgage and insurance brokers and agents, surveyors, valuers and auctioneers, general farmers, builders' merchants, plant hire specialists and contractors, merchants of, and dealers in plant, machinery, vehicles and appliances of all kinds, painters, decorators and plumbers, haulage and transport contractors, electricians and general engineers.

Signed *E. H. Jones*
Chairman

Private & Confidential



No. 2120462

THE COMPANIES ACT 1985
and THE COMPANIES ACT 1989

COMPANY LIMITED BY SHARES

RESOLUTION

of

MENTAL HEALTH CARE (CLWYD) LIMITED

Passed 25th September, 1993

At an Extraordinary General Meeting of the above-named Company, duly convened and held on 25.9.93, 1993 the following Resolution was duly passed as a Special Resolution:

SPECIAL RESOLUTION

THAT the Memorandum of Association of the Company be altered by the insertion after the existing clause 3(v) of the clause set out below as a new clause 3(w):

"3(w) To borrow and raise money and secure any debt or obligation of or binding on the Company in such manner as may be thought fit, and in particular by mortgages or charges upon the undertaking and all or any of the real and personal property and assets (present or future), and all or any of the uncalled capital for the time being of the Company, or by the creation and issue (at par or at a premium or discount and for such consideration and with and subject to such rights, powers, privileges, and conditions as may be thought fit) of debentures, debenture stock or other obligations or securities of any description, and whether with or without the Company receiving any consideration to guarantee or secure (with or without a mortgage or charge on all or any part of the undertaking and assets, present and future and the uncalled capital, for the time being of the Company) the performance of the obligations, and the payment of the principal of, and dividends, interest and

premiums on, any stocks, shares, debentures, debenture stock or other securities of any person, firm or company, including (without prejudice to the generality of the foregoing) any company which is for the time being a subsidiary of the Company (as defined by Section 736 of the Companies Act 1985) or the holding company (as defined by the said Section) or another subsidiary (as so defined) of the Company's holding company or otherwise associated with the Company in business and (without prejudice to the generality of the foregoing) to procure bankers or others to guarantee all or any of the obligations of the Company".

E. Aduy-Jones.
Chairman of the Meeting