

FILE COPY



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

Company No. 1111474

The Registrar of Companies for England and Wales hereby certifies that
NESTOR HEALTHCARE LIMITED

having by special resolution changed its name, is now incorporated
under the name of
NESTOR HEALTHCARE GROUP LIMITED

Given at Companies House, Cardiff, the 30th May 1997



C01111474T

A handwritten signature in black ink, appearing to read 'G A Brenton'.

G A BRENTON
For the Registrar of Companies



C O M P A N I E S H O U S E

HC006B



THE COMPANIES ACT 1985

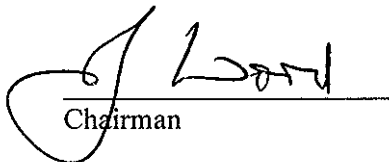
Number 1111474

SPECIAL RESOLUTION of
Nestor Healthcare Limited

Passed on 27th day of March 1997

At an Extraordinary General Meeting of the Company held at The Colonnades, Beaconsfield
Close, Hatfield, Herts AL10 8YD the following resolution was passed as a Special Resolution.

THAT the name of the Company be changed to "Nestor Healthcare Group Limited".


Chairman

