

1111474

number of company

form No. 41

no filing fee payable

THE COMPANIES ACTS 1948 TO 1967

Declaration of

compliance with the requirements of the Companies Act 1948 on application for registration of a company

pursuant to section 15 (2) of the Companies Act 1948

I GEORGE VERNON TRELOAR

of 6/8 KING EDWARD STREET, OXFORD.

DO SOLEMNLY & SINCERELY DECLARE that I am :—

*a Solicitor of the Supreme Court engaged in the formation

*a person NAMED IN THE ARTICLES of Association as a Director/Secretary

of BUPA NURSING SERVICES

Limited

AND that all the requirements of the Companies Act 1948 in respect of matters precedent to the Registration of the said Company and incidental thereto 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 12 KING EDWARD
STREET, OXFORD

the 30th day of March, 19 73.

before me

A Commissioner for Oaths (or Notary Public or Justice of the Peace)

NOTE: By Section 15(2) of the Companies Act 1948 a Statutory Declaration by a Solicitor of the Supreme Court, and in Scotland by a Solicitor, engaged in the formation of the Company, OR by a person NAMED IN THE ARTICLES as a Director or Secretary of the Company, of compliance with all or any of the said requirements shall be produced to the Registrar, and the Registrar may accept such a Declaration as sufficient evidence of compliance.

Jordan & Sons Limited

Company Registration Agents, Printers & Publishers
City Office: Wilec House 82 City Road London EC1
Telephone: 01-253 6214 Telex No. 261010

Presented by

Presenter's Reference

1111474

12

number of company

form No. 25

£50



COMPANY HAVING A SHARE CAPITAL

name of company

BUPA NURSING SERVICES

Limited

statement of the nominal capital⁽¹⁾

made pursuant to section 112 of the Stamp Act 1891

NOTE—The stamp duty on the Nominal Capital is 10s. (50p) for every £100 or fraction of £100—Section 41, Finance Act 1933

the nominal capital

of the above-named company is £ 10,000

Signature⁽²⁾

Dated 30th March, 1973 Description The Solicitors engaged in the formation of the Company

NOTES: (1) This Statement MUST be filed with the Memorandum, or other document when the Company is registered and

(2) It should be signed by an officer of the company if appointed by the Articles of Association, OR by the Solicitor(s) engaged in the formation of the company

Jordan & Sons Limited

Company Registration Agents, Printers & Publishers

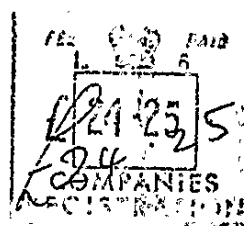
Wilec House 82 City Road London EC1Y 2BX

Telephone: 01-253 6214 Telex No. 261010

Presented by

Presenter's Reference

NL 152200/3



THE COMPANIES ACTS, 1948 to 1967

COMPANY LIMITED BY SHARES

1111474/3

MEMORANDUM OF ASSOCIATION

OF

BUPA NURSING SERVICES LIMITED.

1. The name of the Company is "BUPA NURSING SERVICES LIMITED".

2. The Registered Office of the Company will be situate in England.

3. The objects for which the Company is established are:-

- (a) To engage, provide and employ or to act as agents in engaging, providing and employing all types of nurses, nursing orderlies, cleaners, porters and clerical staff for temporary or permanent employment in hospitals, clinics, nursing homes of every kind also in private homes and commercial or industrial organisations.
- (b) To carry on any other business which may seem to the Company capable of being conveniently carried on in connection with the above objects, or calculated directly or indirectly to enhance the value of or render more profitable any of the Company's property.
- (c) To hold, deal with, manage, direct the management of, buy, sell, exchange, mortgage, charge, lease, dispose of or grant any right or interest in over or upon any real or personal property of any kind whatsoever including contingent or reversionary rights in any property and to undertake and carry on any business undertaking or transaction.
- (d) To act as agents for any person, firm or company and to undertake and perform sub-contracts and also to act in any of the businesses of the Company through or by means of agents, sub-contractors or others.



- (e) To invest and deal with moneys of the Company not immediately required in such shares or upon such securities and in such manner as may from time to time be determined.
- (f) To lend money to such persons, upon such terms and with or without security and subject to such conditions as may seem desirable.
- (g) To guarantee the payment of any debentures, debenture stock, bonds, mortgages, charges, obligations, interest, dividends, securities, moneys or shares or the performance of contracts or engagements of any other company or person, and to give indemnities and guarantees of all kinds and to enter into partnership or any joint purse arrangement with any person, persons, firm or company, having for its objects similar objects to those of this Company or any of them.
- (h) To borrow or raise for investment or any other purpose whatsoever money in such manner as the Company shall think fit, and in particular, by the issue of debentures or debenture stock, charged upon all or any of the Company's property, both present and future, including its uncalled capital, and to re-issue any debentures at any time paid off.
- (i) To draw, make, accept, endorse, discount, execute and issue promissory notes, bills of exchange, debentures, warrants, and other negotiable documents.
- (j) To purchase, subscribe for, or otherwise acquire and hold shares, stocks or other interests in, or obligations of any other company or corporation.
- (k) To remunerate any person or company for services rendered or to be rendered in placing or assisting to place any of the shares in the Company's capital or any debentures, debenture stock or other securities of the Company or in or about the formation or promotion of the Company or the conduct of its business.
- (l) To pay out of the funds of the Company all costs and expenses of or incidental to the formation and registration of the Company and the issue of its capital and debentures including brokerage and commission.

- (n) To promote or aid in the promotion of any company or companies for the purpose of acquiring all or any of the property rights and liabilities of this Company or for any other purpose which may seem directly or indirectly calculated to advance the interests of this Company.
- (n) To establish and support and aid in the establishment and support of funds or trusts calculated to benefit employees or ex-employees of the Company (including any Director holding a salaried office or employment in the Company) or the dependants or connections of such persons and to grant pensions and allowances to any such persons.
- (o) Subject to the provisions of the Articles of Association of the Company to remunerate the Directors of the Company in any manner the Company may think fit and to pay or provide pensions for or make payments to or for the benefit of Directors and ex-Directors of the Company or their dependants or connections.
- (p) To establish and support or aid in the establishment or support of any charitable or benevolent association or institution and to subscribe or guarantee money for charitable or benevolent purposes.
- (q) To sell or otherwise dispose of the whole or any part of the business or property of the Company, either together or in portions, for such consideration as the Company may think fit, and in particular for shares, debentures or securities of any company purchasing the same.
- (r) To distribute any property of the Company in specie among the members.
- (s) To do all such other things as are incidental or conducive to the attainment of the above objects or any of them.

It is declared that the foregoing sub-clauses shall be construed independently of each other and none of the objects therein mentioned shall be deemed to be merely subsidiary to the objects contained in any other sub-clause.

4. The liability of the members is limited.

5. The Share Capital of the Company is £10000 divided into 10000 Shares of £1 each with power to increase or to divide the shares in the capital for the time being, into different classes having such rights, privileges and advantages as to voting and otherwise, as the Articles of Association may from time to time prescribe.

We, the several persons whose names, addresses, and descriptions are subscribed, are desirous of being formed into a Company in pursuance of this Memorandum of Association, and we respectively agree to take the number of Shares in the Capital of the Company set opposite our respective names.

Names, addresses and descriptions of Subscribers	Number of Shares taken by each Subscriber
George Vernon Ingham 6/8 King Edward Street Oxford Solicitor	One
Frank Leslie Selby 6/8 King Edward Street Oxford Solicitor	One

Dated this 30th day of March 1973

Witness to the above signatures:-

Marilyn Joan Stanley
6-8 King Edward Street
Oxford
Articled Clerk

1111474/4

THE COMPANIES ACTS 1948 to 1967

COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION
OF
BUPA NURSING SERVICES LIMITED

PRELIMINARY

1. The regulations contained in Parts I and II of Table "A" in the First Schedule to the Companies Act, 1948 (such Table being hereinafter called "Table A") shall apply to the Company save in so far as they are excluded or varied hereby: that is to say, Clauses 24, 52, 53, 75, 76, 77, 89 to 97 (inclusive), 100, 101, 107, 108, 109, 135 and 136 in Part I and Clause I in Part II of Table "A" shall not apply to the Company; but in lieu thereof, and in addition to the remaining Clauses in Parts I and II of Table "A", the following shall be the regulations of the Company.

SHARE CAPITAL AND SHARES

2. The share capital of the Company is £10000 divided into 10000 shares of £1 each.

3. Subject to the provisions of these Articles, the shares shall be under the control of the Directors, who may allot and dispose of or grant options over the same to such persons, on such terms, and in such manner as they think fit.

PROCEEDINGS AT GENERAL MEETINGS

4. All business shall be deemed special that is transacted at an extraordinary general meeting, and also all that is transacted at an annual general meeting, with the exception of declaring a dividend, the consideration of the accounts, balance sheets and the reports of the Directors and Auditors, and the appointment of, and the fixing of the remuneration of, the Auditors.

5. Subject to the provisions of the Act, a resolution in writing signed by all the members for the time being entitled to receive notice of and to attend and vote at general meetings (or being corporations by their duly authorised representatives) shall be as valid and effective as if the same had been passed at a general meeting of the Company duly convened and held.

DIRECTORS

6. (a) The British United Provident Association Limited may from time to time increase or reduce the number of Directors by writing signed by one Governor and countersigned by the Secretary of that Association or by another Governor thereof or by some other person appointed by its Board for the purpose.
- (b) The British United Provident Association Limited may from time to time and at any time appoint any person or persons to be a Director or Directors and may at any time remove any Director whether appointed under this Article or otherwise.
- (c) The British United Provident Association Limited may from time to time appoint any Director to an executive office (including that of Executive Director, Manager or other salaried office) for such period and upon such terms as it thinks fit. The office may be held together with the office of Chairman of the Company.
- (d) Every Director appointed to an executive office as aforesaid may, subject to the provisions of any contract between himself and The British United Provident Association Limited, be liable to be dismissed or removed from such office by The British United Provident Association Limited.
- (e) The British United Provident Association Limited may from time to time entrust and confer upon any Executive Director, Manager or any other executive officer as aforesaid all or any of the powers of the Directors (except the power to borrow money) as they may think fit. But the exercise of all such powers to any Executive Director, Manager or other officer shall be subject to such regulations and restrictions as The British United Provident Association Limited may from time to time make and impose and the said powers may at any time be withdrawn, revoked or varied.

- (f) Every appointment or removal made under Sub-Articles (b) and (c) must be in writing signed by a Governor and countersigned by the Secretary of The British United Provident Association Limited or by another Governor of that Association or by some other person appointed by its Board for the purpose.
- (g) A Director appointed under Sub-Article (b) (whether he holds executive office or not) shall receive such remuneration (whether by way of salary or otherwise) as The British United Provident Association Limited may determine. The Directors may be paid all travelling, hotel and other expenses properly incurred by them in attending and returning from meetings of the Board or any committee of the Board or general meetings of the Company or in connection with the business of the Company.
- (h) Section 185 of the Act shall not apply as respects Directors appointed by The British United Provident Association Limited.
- (i) The Directors (including those holding executive office) in office at the date of adoption of these Articles shall for the purpose of these Articles be deemed to have been appointed Directors by The British United Provident Association Limited under Sub-Articles (b) and (c).

7. A Director may enter into any contracts or arrangements or dealing with the Company and may accept office as a Director of any company promoted by the Company or in which the Company is interested and may subscribe for, guarantee the subscription of or otherwise acquire, shares or other interests in any such company and shall be in no wise accountable for any profits or benefits so obtained and, subject to making disclosure of the nature of his interest at a meeting of the Directors in accordance with Section 199 of the Act, (with which Section he shall comply in any event) he may vote and be counted in a quorum at meetings of the Directors in regard to any contract, arrangement or dealing in which he is interested or upon any matter arising thereout. Clause 84 of Table "A" shall be modified accordingly.

8. The British United Provident Association Limited may appoint a Chairman of the meetings of the Board and determine the period for which he is to hold office; but, if no such Chairman is so appointed, or if at any meeting the Chairman is not present within five minutes after the time appointed for holding the same, the Directors present may choose one of their number to be Chairman of the meeting.

9. Clause 79 in Part I of Table "A" shall be read and construed as if the proviso to such Clause were omitted therefrom.

DISQUALIFICATION OF DIRECTORS

10. The office of Director shall be vacated if the Director shall be removed from office pursuant to Sub-Articles 6 (b) or 6 (d).

11. Clause 88 in Part I of Table "A" shall be read and construed as if Sub-Section (a) to such Clause were omitted therefrom.

WINDING UP

12. If the Company shall be wound up the liquidator may, with the sanction of an extraordinary resolution of the Company and any other sanction required by the Act, convey, assign or transfer to The British United Provident Association Limited in specie or kind the whole or any part of the assets of the Company. The liquidator may, with the like sanction, vest the whole or any part of such assets in trustees upon such trusts for the benefit of the contributories as the liquidator, with the like sanction, shall think fit, but so that no member shall be compelled to accept any shares or other securities whereon there is any liability.

INDEMNITY

13. Every Director, Executive Director, Agent, Auditor, Secretary and other officer for the time being of the Company shall be indemnified out of the assets of the Company against any liability incurred by him in defending any proceedings, whether civil or criminal, in which judgment is given in his favour or in which he is acquitted or in connection with any application under Section 448 of the Act in which relief is granted to him by the court.

Names, addresses and descriptions of Subscribers

George Remon Roberts
6/8 King Edward Street;
Oxford.
Solicitor.

Frank Leslie Self
6/8 King Edward Street
Oxford
Solicitor.

Dated this 30th day of March 1973

Witness to the above signatures:-

Manlyn Joan Stanley
6-8 King Edward Street
Oxford
Articled Clerk



CERTIFICATE OF INCORPORATION

No. 1111474

I hereby certify that

EUPA NURSING SERVICES LIMITED

is this day incorporated under the Companies Acts 1948 to 1967 and that the Company is Limited.

Given under my hand at London the

2ND MAY 1973

A handwritten signature in cursive script, appearing to read 'N Taylor'.

(N. TAYLOR)

Assistant Registrar of Companies

1111474/31

ASSA STREET
London WC2R 3AX

Telephone: 01-353 9451
Telex: 883059

BUPA

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY given that an Extraordinary General Meeting of the Company will be held at Provident House, Essex Street, London WC2 on 29th November 1982 at 9.00 a.m. for the purpose of considering and, if thought fit, passing the following Resolutions which will be proposed as Ordinary Resolutions.

RESOLUTIONS

1. That the authorised share capital of the Company be increased from £10,000 to £210,000 by the creation of an additional 200,000 shares of £1 each to rank pari passu in all respects with the existing £1 shares in the capital of the Company.
2. That, conditional upon and subject to the passing of resolution No. 1 above, the directors be and are hereby generally and unconditionally authorised for the purposes of section 14 of the Companies Act 1980 to exercise the power of the Company to allot relevant securities (within the meaning of the said section 14) up to a maximum nominal amount of £200,000 until the fifth anniversary of the date on which this resolution is validly passed.

By order of the Board



*I confirm that the above is
a true copy of the Resolutions
considered at the Extraordinary
General Meeting on 29th November
1982*

J.H. Long
J.H. Long
Secretary



G

Please do not
write in this
binding margin



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

THE COMPANIES ACTS 1948 TO 1981

Notice of increase in nominal capital

Pursuant to section 63 of the Companies Act 1948

Form No. 10

10

To the Registrar of Companies

For official use

Company number

Name of Company

32

1111474

*delete if
inappropriate

†delete as
appropriate

Note

This notice and a
printed copy of
the resolution
authorising the
increase must be
forwarded to the
Registrar of
Companies
within 15 days
after the passing
of the resolution

hereby gives you notice in accordance with section 63 of the Companies Act 1948 that by [ordinary]

[extraordinary] [special] resolution of the company dated 29th November 1982

the nominal capital of the company has been increased by the addition thereto of the sum of
£ 200,000 beyond the registered capital of £ 10,000

A printed copy of the resolution authorising the increase is forwarded herewith
The additional capital is divided as follows:

Number of shares	Class of share	Nominal amount of each share
<u>200,000</u>	<u>Ordinary</u>	<u>£1</u>

(If any of the new shares are preference shares state whether they are redeemable or not)
The conditions (eg. voting rights, dividend rights, winding-up rights etc.) subject to which the new
shares have been or are to be issued are as follows:

To rank pari passu in all
respects with the existing shares.

Please tick here if
continued overleaf

☐

Signed

[Director] [Secretary] ‡ Date

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

J. H. LONG
PROVIDENT HOUSE
ESSEX STREET
LONDON WC2R 3AX

For official use
General section

Post room

78



Company Number 1111474

THE COMPANIES ACTS 1948 - 1967

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION OF

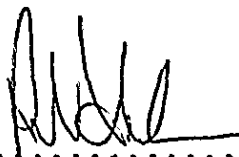
BUPA NURSING SERVICES LIMITED

Passed on 5th October 1992

At an Extraordinary General Meeting of BUPA Nursing Services Limited, duly convened and held at 15 Essex Street, London WC2R 3AX on 5th October 1992, the following Resolution was duly passed as a SPECIAL RESOLUTION:

Adoption of new Articles of Association

"THAT the regulations contained in the document marked "A" produced to the meeting and signed by the Chairman thereof for the purposes of identification be and the same are hereby adopted as the Articles of Association of the Company in substitution for, and to the entire exclusion of, the existing Articles of Association of the Company."


.....
Secretary



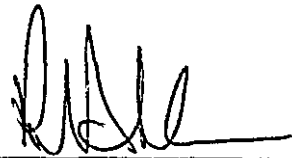
No: 1111474

ARTICLES OF ASSOCIATION

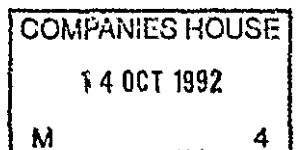
OF

BUPA NURSING SERVICES LIMITED

Delivered pursuant to Section 18
of the Companies Act 1985



R J Abraham - Secretary



COMPANIES ACT 1985
(as amended)

PRIVATE COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

of

BUPA NURSING SERVICES LIMITED

(as adopted by Special Resolution on 5th October 1992)

1. Subject as otherwise provided in these Articles, the regulations in Table A prescribed under section 8 of the Companies Act 1985 (the "Act"), as in force at the date of adoption of these articles ("Table A"), shall apply to the Company.
2. The following provisions of Table A shall not apply to the Company - regulation 64; regulations 65 to 69 inclusive; regulations 72 to 80 inclusive; Regulation 84; the last sentence of regulations 88 and 89 respectively; regulations 90 and 91; the semi-colon and the words, "; but a resolution in that capacity" in regulation 93; regulations 94 to 98 inclusive; and regulation 117.

SHARES

3. The share capital of the Company is £210,000 divided into 210,000 Ordinary Shares of £1 each.

4. Subject to the provisions of the Act relating to authority, pre-emption rights and otherwise and of any resolution of the Company in general meeting passed pursuant thereto, all unissued shares for the time being in the capital of the Company shall be at the disposal of the directors and they may (subject as aforesaid) allot, grant options over or otherwise dispose of them to such persons, on such terms and conditions and at such times as they think fit.

TRANSFER OF SHARES

5. In regulation 24 of Table A the first sentence shall be excluded. In the second sentence the words: "They may also" shall be excluded and replaced by "The directors may".

INTERESTS OF DIRECTORS

6. A director may enter into any contract or arrangement or dealing with the Company and may accept office as a director of any company promoted by the Company or in which the Company is interested and may subscribe for, guarantee the subscription of or otherwise acquire, shares or other interests in any such company and shall not be in any way whatsoever accountable for any profits or benefits so obtained and, subject to making disclosure of the nature of his interest at a meeting of the directors in accordance with Section 317 of the Act (with which Section

he shall comply in any event) he may vote and be counted in a quorum at meetings of the directors in regard to any contract, arrangement or dealing in which he is interested or upon any matter arising out of it.

DIRECTORS

- 7.(1) The minimum number of directors of the Company shall be two. The British United Provident Association Limited ("BUPA") may from time to time increase or reduce the number of directors by writing, signed by one Governor and countersigned by the Secretary of BUPA or by another Governor thereof or by some other person appointed by its board for the purpose.
- (2) BUPA may from time to time and at any time appoint any person or persons to be a director or directors and may at any time remove any director whether appointed under this regulation or otherwise.
- (3) BUPA may from time to time appoint any director to an executive office (including that of executive director, manager or other salaried office) for such period and upon such terms as it thinks fit. The office may be held together with the office of chairman of the Company.
- (4) Every director appointed to an executive office as aforesaid may, subject to the provisions of any contract between himself and BUPA, be liable to be dismissed or removed from such office by BUPA.

- (5) The directors may from time to time entrust and confer upon any committee of one or more directors, executive director, manager or any other executive officer as aforesaid all or any of the powers of the directors (except the power to borrow money) as they may think fit. But the delegation of all such power to any committee of one or more directors, executive director, manager or other officer shall be subject to such regulations and restrictions as the directors may from time to time make and impose and the said power may at any time be withdrawn, revoked or varied.
- (6) Every appointment or removal made under paragraphs (2) and (3) above must be in writing, signed by a Governor and countersigned by the Secretary of BUPA or by another Governor of BUPA or by some other person appointed by its board for the purpose.
- (7) A director appointed under paragraph (2) above (whether he holds executive office or not) shall receive such remuneration (whether by way of salary or otherwise) as BUPA may determine. The directors may be paid all travelling, hotel and other expenses properly incurred by them in attending and returning from meetings of the board or any committee of the board or general meetings of the Company or in connection with the business of the Company.
- (8) All references in Table A to retirement by rotation shall be modified accordingly

DISQUALIFICATION OF DIRECTORS

8. The office of director shall be vacated if the director shall be removed from office pursuant to regulations 7(2) or 7(4) above.

PROCEEDINGS OF DIRECTORS

9. Without prejudice to the first sentence of regulation 88 of Table A, a meeting of the directors or of a committee of the directors may consist of a conference between directors who are not all in one place, but of whom each is able (directly or by telephonic communication) to speak to each of the others, and to be heard by each of the others simultaneously; and the word "meeting" in these Articles and in Table A shall be construed accordingly.
10. BUPA may appoint a chairman of the meetings of the board and determine the period for which he is to hold office; but if no such chairman is so appointed, or if at any meeting the chairman is not present within five minutes after the time appointed for holding the same, the directors present may choose one of their number to be chairman of the meeting.

WINDING UP

11. If the Company shall be wound up the liquidator may, with the sanction of an extraordinary resolution of the Company and any other sanction required by the Act, convey, assign or transfer to BUPA in specie or kind the whole or any part of the assets of the Company. The liquidator

may, with the like sanction, vest the whole or any part of such assets in trustees upon such trusts for the benefit of the contributories as the liquidator, with the like sanction, shall think fit, but so that no member shall be compelled to accept any shares or other securities whereon there is any liability.

12. After regulation 118 of Table A there shall be added "(2) Subject to the provisions of the Act, BUPA at its sole discretion may purchase and maintain for any director, officer or auditor, insurance against such liability."

MEMORANDUM

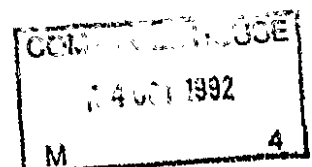
AND

ARTICLES OF ASSOCIATION

OF

BUPA NURSING SERVICES LIMITED
(Company No 1111474)

Reprinted by BUPA's Legal Department
October 1992



THE COMPANIES ACTS 1948 TO 1967

COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION

OF

BUPA NURSING SERVICES LIMITED

(As altered by Ordinary Resolution dated 29th November 1982)

1. The name of the Company is "BUPA NURSING SERVICES LIMITED".
2. The Registered Office of the Company will be situate in England.
3. The objects for which the Company is established are:-
 - (a) To engage, provide and employ or to act as agents in engaging, providing and employing all types of nurses, nursing orderlies, cleaners, porters and clerical staff for temporary or permanent employment in hospitals, clinics, nursing homes of every kind, also in private homes and commercial or industrial organisations.
 - (b) To carry on any other business which may seem to the Company capable of being conveniently carried on in connection with the above objects, or calculated directly or indirectly to enhance the value of or render more profitable any of the Company's property.
 - (c) To hold, deal with, manage, direct the management of, buy, sell, exchange, mortgage, charge, lease, dispose of or grant any right or interest in over or upon any real or personal property of any kind whatsoever including contingent or reversionary rights in any property and to undertake and carry on any business undertaking or transaction.
 - (d) To act as agents for any person, firm or company and to undertake and perform sub-contracts and also to act in any of the businesses of the Company through or by m

of agents, sub-contractors or others.

- (e) To invest and deal with moneys of the Company not immediately required in such shares or upon such securities and in such manner as may from time to time be determined.
- (f) To lend money to such persons, upon such terms and with or without security and subject to such conditions as may seem desirable.
- (g) To guarantee the payment of any debentures, debenture stock, bonds, mortgages, charges, obligations, interest, dividends, securities, moneys or shares or the performance of contracts or engagements of any other company or person, and to give indemnities and guarantees of all kinds and to enter into partnership or any joint purse arrangement with any person, persons, firm or company, having for its objects similar objects to those of this Company or any of them.
- (h) To borrow or raise for investment or any other purpose whatsoever money in such manner as the Company shall think fit, and in particular, by the issue of debentures or debenture stock, charged upon all or any of the Company's property, both present and future, including its uncalled capital, and to re-issue any debentures at any time paid off.
- (i) To draw, make, accept, endorse, discount, execute and issue promissory notes, bills of exchange, debentures, warrants, and other negotiable documents.
- (j) To purchase, subscribe for, or otherwise acquire and hold shares, stocks or other interests in, or obligations of any other company or corporation.
- (k) To remunerate any person or company for services rendered or to be rendered in placing or assisting to place any of the shares in the Company's capital or any debentures, debenture stock or other securities of the Company or in or about the formation or promotion of the Company or the conduct of its business.
- (l) To pay out of the funds of the Company all costs and expenses of or incidental to the formation and registration of the Company and the issue of its capital and debentures including brokerage and commission.

- (m) To promote or aid in the promotion of any company or companies for the purpose of acquiring all or any of the property rights and liabilities of this Company or for any other purpose which may seem directly or indirectly calculated to advance the interests of this Company.
- (n) To establish and support and aid in the establishment and support of funds or trusts calculated to benefit employees or ex-employees of the Company (including any Director holding a salaried office or employment in the Company) or the dependants or connections of such persons and to grant pensions and allowances to any such persons.
- (o) Subject to the provisions of the Articles of Association of the Company to remunerate the Directors of the Company in any manner the Company may think fit and to pay or provide pensions for or make payments to or for the benefit of Directors and ex-Directors of the Company or their dependants or connections.
- (p) To establish and support or aid in the establishment or support of any charitable or benevolent association or institution and to subscribe or guarantee money for charitable or benevolent purposes.
- (q) To sell or otherwise dispose of the whole or any part of the business or property of the Company, either together or in portions, for such consideration as the Company may think fit and in particular for shares, debentures or securities of any company purchasing the same.
- (r) To distribute any property of the Company in specie among the members.
- (s) To do all such other things as are incidental or conducive to the attainment of the above objects or any of them.

It is declared that the foregoing sub-clauses shall be construed independently of each other and none of the objects therein mentioned shall be deemed to be merely subsidiary to the objects contained in any other sub-clause.

4. The liability of the members is limited.

5. The share capital of the Company is £210,000 divided into 210,000 shares of £1 each with power to increase or to divide the shares in the capital for the

time being, into different classes having such rights, privileges and advantages as to voting and otherwise, as the Articles of Association may from time to time prescribe.

COMPANIES ACT 1985
(as amended)

PRIVATE COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

of

BUPA NURSING SERVICES LIMITED

(as adopted by Special Resolution on 5th October 1992)

1. Subject as otherwise provided in these Articles, the regulations in Table A prescribed under section 8 of the Companies Act 1985 (the "Act"), as in force at the date of adoption of these articles ("Table A"), shall apply to the Company.
2. The following provisions of Table A shall not apply to the Company - regulation 64; regulations 65 to 69 inclusive; regulations 72 to 80 inclusive; Regulation 84; the last sentence of regulations 88 and 89 respectively; regulations 90 and 91; the semi-colon and the words, "; but a resolution in that capacity" in regulation 93; regulations 94 to 98 inclusive; and regulation 117.

SHARES

3. The share capital of the Company is £210,000 divided into 210,000 Ordinary Shares of £1 each.

he shall comply in any event) he may vote and be counted in a quorum at meetings of the directors in regard to any contract, arrangement or dealing in which he is interested or upon any matter arising out of it.

DIRECTORS

- 7.(1) The minimum number of directors of the Company shall be two. The British United Provident Association Limited ("BUPA") may from time to time increase or reduce the number of directors by writing, signed by one Governor and countersigned by the Secretary of BUPA or by another Governor thereof or by some other person appointed by its board for the purpose.
- (2) BUPA may from time to time and at any time appoint any person or persons to be a director or directors and may at any time remove any director whether appointed under this regulation or otherwise.
- (3) BUPA may from time to time appoint any director to an executive office (including that of executive director, manager or other salaried office) for such period and upon such terms as it thinks fit. The office may be held together with the office of chairman of the Company.
- (4) Every director appointed to an executive office as aforesaid may, subject to the provisions of any contract between himself and BUPA, be liable to be dismissed or removed from such office by BUPA.

- (5) The directors may from time to time entrust and confer upon any committee of one or more directors, executive director, manager or any other executive officer as aforesaid all or any of the powers of the directors (except the power to borrow money) as they may think fit. But the delegation of all such power to any committee of one or more directors, executive director, manager or other officer shall be subject to such regulations and restrictions as the directors may from time to time make and impose and the said power may at any time be withdrawn, revoked or varied.
- (6) Every appointment or removal made under paragraphs (2) and (3) above must be in writing, signed by a Governor and countersigned by the Secretary of BUPA or by another Governor of BUPA or by some other person appointed by its board for the purpose.
- (7) A director appointed under paragraph (2) above (whether he holds executive office or not) shall receive such remuneration (whether by way of salary or otherwise) as BUPA may determine. The directors may be paid all travelling, hotel and other expenses properly incurred by them in attending and returning from meetings of the board or any committee of the board or general meetings of the Company or in connection with the business of the Company.
- (8) All references in Table A to retirement by rotation shall be modified accordingly

DISQUALIFICATION OF DIRECTORS

8. The office of director shall be vacated if the director shall be removed from office pursuant to regulations 7(2) or 7(4) above.

PROCEEDINGS OF DIRECTORS

9. Without prejudice to the first sentence of regulation 88 of Table A, a meeting of the directors or of a committee of the directors may consist of a conference between directors who are not all in one place, but of whom each is able (directly or by telephonic communication) to speak to each of the others, and to be heard by each of the others simultaneously; and the word "meeting" in these Articles and in Table A shall be construed accordingly.
10. BUPA may appoint a chairman of the meetings of the board and determine the period for which he is to hold office; but if no such chairman is so appointed, or if at any meeting the chairman is not present within five minutes after the time appointed for holding the same, the directors present may choose one of their number to be chairman of the meeting.

WINDING UP

11. If the Company shall be wound up the liquidator may, with the sanction of an extraordinary resolution of the Company and any other sanction required by the Act, convey, assign or transfer to BUPA in specie or kind the whole or any part of the assets of the Company. The liquidator

may, with the like sanction, vest the whole or any part of such assets in trustees upon such trusts for the benefit of the contributories as the liquidator, with the like sanction, shall think fit, but so that no member shall be compelled to accept any shares or other securities whereon there is any liability.

12. After regulation 118 of Table A there shall be added "(2) Subject to the provisions of the Act, BUPA at its sole discretion may purchase and maintain for any director, officer or auditor, insurance against such liability."



THE COMPANIES ACT 1985

Number 1111474

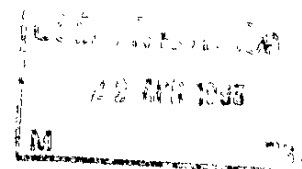
SPECIAL RESOLUTION of
BUPA Nursing Services
Limited

Passed on 19th April 1993

At an Extraordinary General Meeting of the Company held at
20A Church Road, Welwyn Garden City, the following Resolution
was passed as a Special Resolution:

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


.....
CHAIRMAN



FILE COPY



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

No. 1111474

I hereby certify that

BUPA NURSING SERVICES LIMITED

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

NESTOR HEALTHCARE LIMITED

Given under my hand at the Companies Registration Office,

Cardiff the 29 APRIL 1993


M. LEWIS

an authorised officer

Number of Company: 1111474

The Companies Act 1985

COMPANY LIMITED BY SHARES

ELECTIVE RESOLUTION

of

Nestor Healthcare Limited

Passed on 30th March 1993

At the Annual General Meeting of Nestor Healthcare Limited held at 20A Church Road, Welwyn Garden City, Herts AL8 6PS, on 30th March 1993, the following Resolution was duly passed as an ELECTIVE RESOLUTION.

ELECTIVE RESOLUTION

"THAT the Company hereby elects:

- (i) pursuant to Section 252 of the Act, to dispense with the laying of accounts and reports before the company in general meeting;
- (ii) pursuant to Section 366A of the Act, to dispense with the holding of annual general meetings;
- (iii) pursuant to Section 386 of the Act, to dispense with the obligation to appoint auditors annually."

.....
M G ROGERS
CHAIRMAN

