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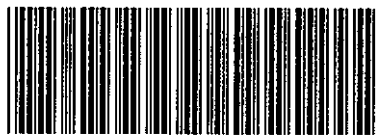
**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

Company No. 1111474

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

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

Given at Companies House, Cardiff, the 12th August 1997



C01111474B


MRS. L. PARRY

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 Recruitment Limited

Passed on 1st day of August 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 Personnel Services Limited.

Chairman

