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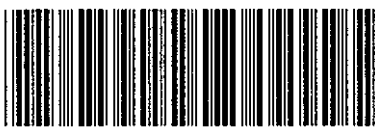
**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

Company No. 1404329

The Registrar of Companies for England and Wales hereby certifies that
BUPA CORPORATE RISKS LIMITED

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

Given at Companies House, Cardiff, the 6th April 1995



C01404329Z


L. M. LEWIS

For the Registrar of Companies



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

HC006B

Company Number 1404329

THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION OF

BUPA CORPORATE RISKS LIMITED



Passed on 28th March 1995

At an Extraordinary General Meeting of BUPA Corporate Risks Limited, duly convened and held at Provident House, 24-27 Essex Street, London WC2R 3AX on 28th March 1995, the following Resolution was passed as a SPECIAL RESOLUTION:-

Change of Company's Name

"THAT the name of the Company be changed to BUPA Wellbeing Limited."

6/4/95

[Signature]

.....
Secretary

