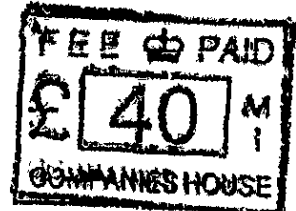


Company Number 1419145

1419145



THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTIONS OF

BUPA HEALTH PROMOTION CENTRE LIMITED

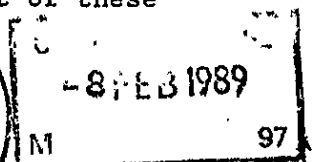
Passed on 5th January 1989

At an Extraordinary General Meeting of BUPA Health Promotion Centre Limited duly convened and held at Dolphyn Court, Great Turnstile, Lincoln's Inn Fields, London WC1 V 7JU on 5th January 1989, the following Resolutions were duly passed as SPECIAL RESOLUTIONS:

1. Change in Memorandum of Association

"THAT the existing sub paragraphs 3(a)-3(p) be redesignated 3(b)-3(q) respectively and a new paragraph 3(a) be inserted as follows:-

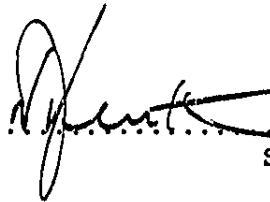
- (a) (1) To carry on business in any part of the world as an investment company and holding company and for these purposes, either in the name of the company or in that of any nominee, to acquire, hold, trade and deal in any shares, stocks, bonds, debentures, debenture stocks, units or sub-units of a unit trust scheme, warrants, certificates of deposit, financial instruments, bills, notes, obligations or securities of any kind issued by any British, foreign, or other government, state, province, local authority, undertaking, municipality, public body or building or friendly society or by any company or corporation of whatever nature and wherever constituted or carrying on business and to acquire, hold, trade and deal in any commodities, sterling or foreign currencies or any put or call options written in respect of all or any of the above mentioned categories of investments or any contracts (whether or not futures contracts) or rights relating to all or any of the above mentioned categories of investments (whether or not dealt in or traded on any established stock, commodity, options or futures exchange, unlisted securities market or over-the-counter market) and including but not by way of limitation any interest rate futures contract by reference to any financial instrument whatsoever and from time to time to vary, transpose, dispose of or otherwise deal with any of the Company's investments or rights as may be considered expedient either for the purpose of acquiring others or otherwise in the attainment of these objects.

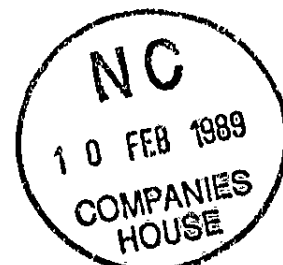


- (2) To exercise and enforce all rights and powers conferred by or incident to the ownership of any such shares, stock, obligations, options, futures contracts or other assets including, without prejudice to the generality of the foregoing, all such powers of veto or control as may be conferred by virtue of the holding by the Company of some special proportion of the issued or nominal amount thereof and to provide managerial and other executive supervisory and consultant services for or in relation to any company in which the Company is interested upon such terms as may be thought fit.
- (3) In any part of the world to purchase or by any other means acquire and sell any freehold, leasehold or other property for any estate or interest whatever, and any rights, privileges, or easements over or in respect of any property.

2. Change of the Company's Name

It was resolved that the name of the Company be changed to BUPA Spain Limited.

.....  
Secretary



**FILE COPY**



**CERTIFICATE OF INCORPORATION  
ON CHANGE OF NAME**

No. 1419145

I hereby certify that

**BUPA HEALTH PROMOTION CENTRE LIMITED**

having by special resolution changed its name,

is now incorporated under the name of

**BUPA SPAIN LIMITED**

Given under my hand at the Companies Registration Office,

Cardiff the 20 FEBRUARY 1989

*Mrs. M. Moss*  
MRS. M. MOSS

an authorised officer