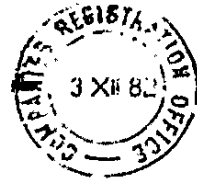


No of Company 1451175. / 25



CAREGUARD LIMITED

At an Extraordinary General Meeting of the above named Company 6 DEC 1982 held at Westminster Cathedral Conference Centre Morpeth Terrace London on the 27th day of November 1982 at one o'clock in the afternoon the following Resolutions were duly passed as Special Resolutions viz:-

SPECIAL RESOLUTIONS

1. That the name of the Company be changed to The Samaritan Enterprises Limited
2. That the Memorandum of Association of the Company be amended as follows:-
3. That in Clause 3 there should be added the following Clauses to be known as 3 (A) (4):

"To carry on the business of shopkeepers (both retail and wholesale) and to purchase, manufacture (or commission the manufacture of), and sell, articles and goods of all kinds (including, but without prejudice to the generality of the foregoing, furniture, furnishings, food, ironmongery, hardware, toys, games, sports goods, jewellery, presentation goods, fancy goods, travel goods, books, stationery, music, records, cassettes, video cassettes, carpets, linoleum, floor coverings, household utensils, china, glass, pictures, clothes, shoes, cosmetics, and household and personal requisites of all kinds), and to purchase and sell (either for cash or for deferred payment or otherwise), take, let, hire or otherwise deal in every kind of accessory, commodity, article or thing used in connection with any of the said businesses or deemed likely to be required by any of the customers of the Company on such terms as the Company shall think fit."

Director



Bar
OH 3883

FILE COPY



CERTIFICATE OF INCORPORATION ON CHANGE OF NAME

No. 1451175 / 26

I hereby certify that

CAREGUARD LIMITED

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

THE SAMARITAN ENTERPRISES LIMITED

Given under my hand at Cardiff the 23RD DECEMBER 1982

A handwritten signature in dark ink, appearing to read 'A. V. Jones', written over a horizontal line.

Assistant Registrar of Companies