

Company Number 2079932

THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION OF

HOMELIFE INVESTMENTS LIMITED

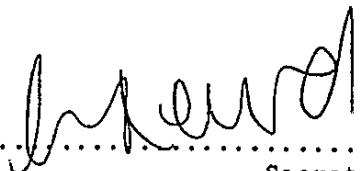


Passed on 15th February 1990

At an Extraordinary General Meeting of the Company, duly convened and held at Rowell House, 28-31 Essex Street, London WC2R 3AX on 15th February 1990, the following Resolution was duly passed as a SPECIAL RESOLUTION:

Change of the Company's Name

THAT the name of the Company be changed to BUPA Nursing Home Properties Limited.

.....

Secretary

MB 180

FILE COPY



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

No. 2079932

I hereby certify that

HOMELIFE INVESTMENTS LIMITED

having by special resolution changed its name,

is now incorporated under the name of

BUPA NURSING HOME PROPERTIES LIMITED

Given under my hand at the Companies Registration Office,

Cardiff the 16 MARCH 1990

M. Rose
M. ROSE

an authorised officer