

FILE COPY



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

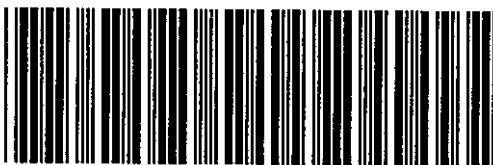
Company No. 2306135

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

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

BUPA Limited

Given at Companies House, London, the 10th June 1997



C023061359

L. Barnes
MRS. L. BARNES

For The Registrar Of Companies



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

Company Number 2306135

THE COMPANIES ACT 1985
(As amended)

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION OF

BUPA PROPERTIES LIMITED

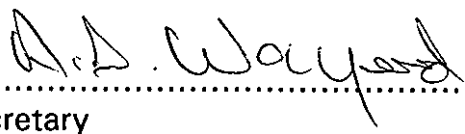


Passed on 10th June 1997

At an Extraordinary General Meeting of BUPA Properties Limited, duly convened and held at BUPA House, 15-19 Bloomsbury Way, London WC1A 2BA on 10th June 1997, the following Resolution was duly passed as a SPECIAL RESOLUTION:-

Change of Company's Name

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


.....
Secretary

N/c £100//
MB100304
S/DAT.