

FILE COPY



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

Company No. 2561344

The Registrar of Companies for England and Wales hereby certifies that
PPP LIFETIME PLC

having by special resolution changed its name, is now incorporated
under the name of
PPP LIFETIME CARE PLC

Given at Companies House, Cardiff, the 17th October 1995


M.LEWIS



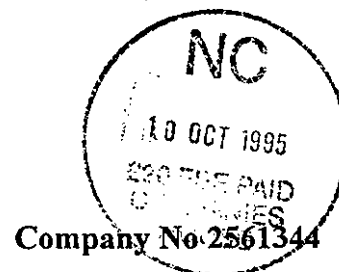
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For the Registrar of Companies



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

HC006B



THE COMPANIES ACT 1985
COMPANY LIMITED BY SHARES

PPP Lifetime plc

We, the undersigned, being all the members of the above-named Company for the time being entitled to attend and vote at General Meetings of the Company HEREBY RESOLVE to pass the following Special and Ordinary Resolutions:

SPECIAL RESOLUTIONS

- 1 THAT the name of the Company be changed to PPP lifetime care plc.
- 2
 - a THAT the Memorandum of Association of the Company be amended by the deletion of Clause 4 thereof, and the substitution therefor of Clause 4 contained in the document produced to the meeting marked "A" and signed by the Chairman for the purposes of identification; and
 - b THAT the regulations contained in the printed document produced to the meeting and marked "B", and signed by the Chairman for the purposes of identification, be and are hereby adopted as the Articles of Association of the Company in substitution for and to the exclusion of all existing Articles of Association of the Company.

ORDINARY RESOLUTION

- 3 THAT the directors of the Company be and they are hereby generally and unconditionally authorised in accordance with Section 80 of the Companies Act 1985 (as amended) to exercise during the period ending on the fifth anniversary of the date of the passing of this Resolution (and thereafter in pursuance of any offer or agreement made by the Company prior to the expiry of that period) all the powers of the Company to allot relevant securities (as defined in that Section) up to an aggregate nominal amount of £18 million.

Signed P. E. Owen
P E Owen
For and on behalf of Private Patients Plan Limited

Dated 3rd October 1995

Signed D W W Torrance
D W W Torrance
For and on behalf of Priplan Investments Limited

Dated 3rd October 1995

Certified that this is a true copy of the original
RT
Co. Secretary
9/10/95