

Company Number 2582268



THE COMPANIES ACTS 1985 TO 1989
PRIVATE COMPANY LIMITED BY SHARES
WRITTEN RESOLUTION OF BRIGHTGRAND LIMITED

WRITTEN RESOLUTION

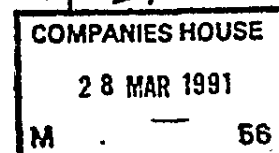
We, the undersigned, Lloyd's Bank Trust Company (Isle of Man) Limited and R. Hetherington being all the Members for the time being of the above-named Company entitled to receive notice of and to attend and vote at General Meetings HEREBY PASS the following Resolution as a Special Resolution and declare that the said Resolution shall, pursuant to clause 53 of Table A (which clause is embodied in the Articles of Association of the Company), for all purposes be as valid and affective as if the same had been passed at a General Meeting duly convened and held.

IT IS HEREBY RESOLVED that the name of the Company be changed to Ferguson Care Limited.

Date: 25th day of March 1991

.....
Representing Lloyd's Bank Trust Company (Isle of Man) Limited

.....
R. Hetherington



501297

FILE COPY



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

No. 2582268

I hereby certify that

BRIGHTGRAND LIMITED

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

FERGUSON CARE LIMITED

Given under my hand at the Companies Registration Office,
Cardiff the 9 APRIL 1991

A. M. Evans.
A. M. EVANS

an authorised officer