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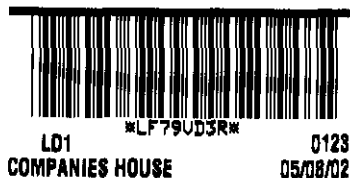
CERTIFICATE OF INCORPORATION ON RE-REGISTRATION OF A PUBLIC COMPANY AS A PRIVATE COMPANY

Company No. 2792285

The Registrar of Companies for England and Wales hereby certifies that
BARCHESTER HEALTHCARE LIMITED

formerly registered as a public company has this day been re-registered under the Companies Act 1985 as a private company, and that the company is limited.

Given at Companies House, London, the 5th August 2002



TONY BHAMBHRA

A handwritten signature in ink, appearing to read 'Tony Bhambhra'.

For The Registrar Of Companies



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