

FILE COPY



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

Company No. 2915765

The Registrar of Companies for England and Wales hereby certifies that

LIBRA HEALTH GROUP LIMITED

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

PRIORY REHABILITATION SERVICES HOLDINGS LIMITED

Given at Companies House, London, the 20th May 2003



C02915765J



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



Companies House
— for the record —

LIBRA HEALTH GROUP LIMITED
(the "Company")

(Registered in England and Wales, Company number: 02915765)



WRITTEN RESOLUTION

We, the undersigned, being at the date hereof, the sole member of the Company and accordingly the only person entitled to receive notice of and to attend and vote at general meetings of the Company, hereby signify, pursuant to Article 19 of the Articles of Association of the Company, our assent to the passing of the Resolution set out below to the effect that such Resolution shall be deemed to be valid and effective as if the same had been passed as a Special Resolution at a general meeting of the Company duly convened and held:

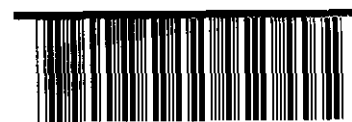
1. **THAT** the name of the Company be changed to "Priory Rehabilitation Services Holdings Limited".

for and on behalf of

Priory Securitisation Limited
(Company number 03982134)



Date: [3] May 2003



LD1
COMPANIES HOUSE

0038
20/05/03