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**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

Company No. 2966483

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

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

BUPA Construction Services Limited

Given at Companies House, London, the 24th April 1997



C02966483N

S. Bashar

MISS S. BASHAR

For The Registrar Of Companies



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

Company Number 2966483

THE COMPANIES ACT 1985
(As amended)

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTIONS OF

MAINREVIEW LIMITED

Passed on 23rd April 1997

At an Extraordinary General Meeting of Mainreview Limited, duly convened and held at BUPA House, 15-19 Bloomsbury Way, London WC1A 2BA on 23rd April 1997, the following Resolutions were duly passed as SPECIAL RESOLUTIONS:-

1) Change in Memorandum of Association

"THAT the existing paragraphs 3(a)(i-iii) be redesignated 3(a)(ii-iv) respectively and a new paragraph 3(a)(i) be inserted as follows:-

To carry on all or any of the businesses of builders and building contractors, civil engineers, contractors for the construction, maintenance, repair, decoration, alteration and demolition of buildings of all kinds, property redevelopment, builders' merchants, proprietors, hirers, letters on hire, manufacturers, repairers, merchants and factors of, agents for and dealers in builders and general contractors plant, machinery, implements, equipment and appliances of all kinds, merchants of and dealers in stone, sand, gravel, bricks, tiles, slates, lime, cement, plastic and plastic substances and general building materials, requisites and goods of every description, plumbers, painters and decorators, timber merchants and sawmill proprietors, importers of and dealers in joinery, hard and soft woods, veneers, mouldings and building woodwork of all kinds, carpenters, joiners, turners, coopers and packing case makers, cabinet makers, shop and office fitters, French polishers, electrical, gas, hot water, heating, mechanical, motor and general engineers, hardware merchants and general ironmongers, garage and petrol filling station proprietors, motor dealers, agents and distributors, cafe and restaurant proprietors, caterers, confectioners, tobacconists and newsagents, travel agents, haulage contractors, undertakers, insurance agents, property owners, repairers and jobbers, auctioneers, valuers, architects, surveyors, house, land and estate agents; to manufacture, buy, sell and deal in all plant, machinery, tools, implements, apparatus,




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articles and things of all kinds capable of being used in the foregoing businesses or any of them or which may be conveniently dealt with or are necessary with such businesses or are likely to be required by any of the customers of or persons having dealings with the Company."

2) Change of Company's Name

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


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Secretary