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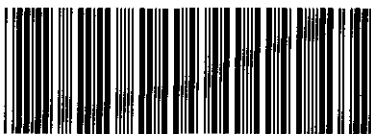
**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

Company No. 3061665

The Registrar of Companies for England and Wales hereby certifies that
HEALTHCALL OPTICAL SERVICES (MANCHESTER) LIMITED

having by special resolution changed its name, is now incorporated
under the name of
HEALTHCALL (MANCHESTER) LIMITED

Given at Companies House, Cardiff, the 30th September 2004



C03061665T



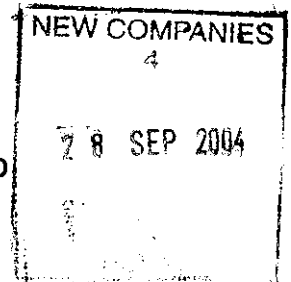
THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



Companies House
— for the record —

HC006B

151888/10



**WRITTEN RESOLUTION
OF
HEALTHCALL OPTICAL SERVICES (MANCHESTER) LIMITED
(Company number: 3061665)
Passed 21 September 2004**

We, the undersigned, being the sole member for the time being of the above named Company entitled to attend and vote at general meetings thereof HEREBY PASS the following resolution as a special resolution of the Company as specified below pursuant to section 381A Companies Act 1985 and confirm that such resolution shall be as valid and effectual as if it had been passed at an extraordinary general meeting of the Company duly convened and held:

SPECIAL RESOLUTION

That the name of the Company be changed to "Healthcall (Manchester) Limited".

A handwritten signature in black ink, consisting of a large loop followed by a series of smaller loops and a long horizontal stroke extending to the right.

.....

For and on behalf of Nestor Primecare Services Limited

