

FILE COPY



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

Company No. 3189363

The Registrar of Companies for England and Wales hereby certifies that
FORAY 911 LIMITED

having by special resolution changed its name, is now incorporated
under the name of
PRIORY HOSPITALS HOLDINGS LIMITED

Given at Companies House, Cardiff, the 9th July 1996



C031893638


A. F. FLETCHER

For the Registrar of Companies



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

HC006B

Company No: 3189363

The Companies Act 1985

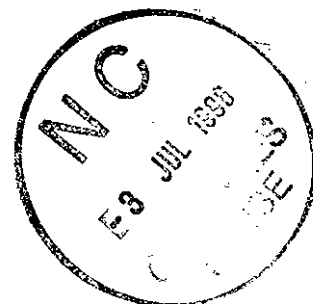
COMPANY LIMITED BY SHARES

RESOLUTIONS

of

FORAY 911 LIMITED

Passed *28* June 1996



At an extraordinary general meeting of the Company, duly convened and held on 21st June 1996 the following resolutions were duly passed as indicated below:-

ORDINARY RESOLUTIONS

- 1 That with immediate effect from the passing of this resolution 398,810 of the existing unissued ordinary shares of 10p each in the capital of the Company be and are hereby redesignated as "A" Ordinary Shares of 10p each and 2,149,902 of the existing unissued ordinary shares of 10p each in the capital of the Company be and are hereby redesignated as "B" Ordinary Shares of 10p each; such shares having the respective rights set out in the new Articles of Association of the Company as proposed to be adopted; and
- 2 That with effect from the passing of this resolution each of the issued Ordinary Shares of 10p each in the capital of the Company be redesignated as "A" Ordinary Shares of 10p each; such shares having the respective rights set out in the new Articles of Association of the Company as proposed to be adopted; and
- 3 That in accordance with Section 80 of the Companies Act 1985 the Directors be and are hereby generally and unconditionally authorised, for the period commencing on and with effect from the date of passing of this Resolution and expiring on the fifth anniversary of such date, to exercise all the powers of the Company to allot relevant securities.

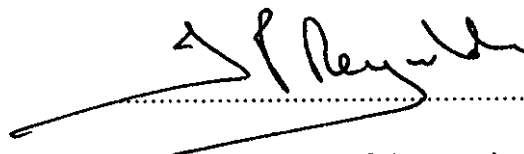
SPECIAL RESOLUTIONS

- 4 That the directors be empowered to allot equity securities pursuant to the general authority under Section 80 as if Section 89(1) of the Companies Act 1985 did not apply to any such allotment; and



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- 5 That the regulations contained in the printed documents submitted to the meeting and for the purpose of identification signed by the Chairman be and the same are hereby approved and adopted as the Articles of Association of the Company in substitution for and to the exclusion of all the existing Articles of Association of the Company.
- 6 That the name of the Company be changed to "Priory Hospitals Holdings Limited".


Chairman of the meeting