

FILE COPY



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

Company No. 3202021

The Registrar of Companies for England and Wales hereby certifies that
CARE CONSORTIUM (BIDDULPH) COMPLETE LIMITED

having by special resolution changed its name, is now incorporated
under the name of
CARE CONSORTIUM (BIDDULPH) LIMITED

Given at Companies House, Cardiff, the 20th June 1996

A handwritten signature in black ink, appearing to read 'L. Parry'.

MRS. L. PARRY



C03202021J

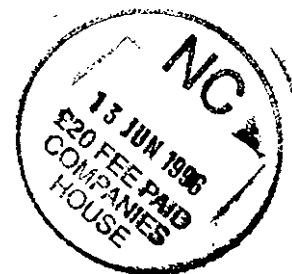
For the Registrar of Companies



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

HC006B

Company Number 3202021



The Companies Acts 1985

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION

(Pursuant to 8.141(2) of the Companies Act 1948)

of CARE CONSORTIUM (BIDDULPH) COMPLETE LIMITED

Passed the 5th day of JUNE 1996

At an Extraordinary General Meeting of the members of the above-named company
duly convened and held at INTERNATIONAL HOUSE, 31 CHURCH ROAD
HENDON, LONDON, NW4 4EB

on the 5th day of JUNE 1996

the following SPECIAL RESOLUTION(S) was/were duly passed:-

IT WAS RESOLVED that the Company's name be changed to :-

CARE CONSORTIUM (BIDDULPH) LIMITED

Signature [Signature] To be signed by the Chairman,
a Director, or the Secretary of
Director/Secretary the Company

