

Company No. 3353201

The Companies Act 1985
SPECIAL RESOLUTION

3

passed as a

WRITTEN RESOLUTION

of

NOTTCOR 32

19th September
Passed 1997

We the undersigned being or representing all the members of the Company for the time being entitled to receive notice of and attend and vote at a general meeting of the Company **HEREBY RESOLVE** as follows:-

That:

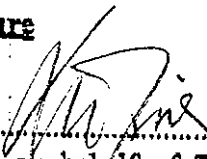
- (1) the name of the Company be changed to "Total Renal Care (UK) Limited".
- (2) the Company be re-registered as a company limited by shares, with an authorised share capital of £1,857,765 divided into 1,857,765 ordinary shares of £1 each 910,305 of which are designated 'A' Shares and 947,460 of which are designated 'B' Shares;
- (3) the Company's Memorandum of Association be amended by:-
 - (a) the deletion from the heading of "UNLIMITED COMPANY HAVING A SHARE CAPITAL" and the substitution therefor of "PRIVATE COMPANY LIMITED BY SHARES"; and
 - (b) the addition of clauses 4 and 5so that the Memorandum shall be in the form attached to this resolution;
- (4) the Company's Articles of Association be amended by the adoption of the new Articles attached to this resolution, which shall replace the existing Articles of Association of the Company; and

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- (5) this resolution take effect on the issue by the registrar of the appropriate certificate pursuant to section 52 of the Companies Act 1985.

<u>Name of Shareholder</u>	<u>Signature</u>	<u>Date and time of Signature</u>
Total Renal Care Holdings Inc	 for and on behalf of Total Renal Care Holdings Inc	19 th September 1997 at 10.20 am
Priory Hospitals Limited For and on behalf of Priory Hospitals Limited