

FILE COPY



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

Company No. 3353584

The Registrar of Companies for England and Wales hereby certifies that
WESTMINSTER HEALTH CARE (HOMECARE) LIMITED

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

Given at Companies House, Cardiff, the 9th October 1997



C033535848

R. C. Edwards
R. C. EDWARDS

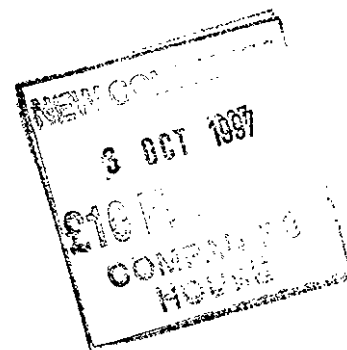
For the Registrar of Companies



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

HC006B

Company No: 3353584



THE COMPANIES ACT 1985 AND 1989

PRIVATE COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION

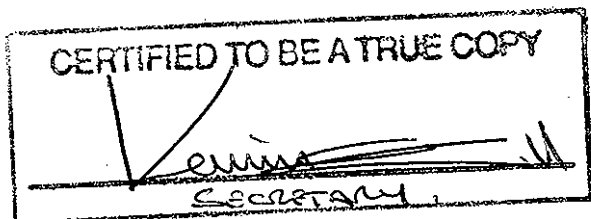
OF

WESTMINSTER HEALTH CARE [HOMECARE]

At an Extraordinary General Meeting held at 48 Leicester Square, London, WC2H 7WH on 8 September 1997, the following resolutions were passed as Special Resolutions.

SPECIAL RESOLUTIONS

- 1 **THAT** the name of the Company be changed to WESTMINSTER CAREFORCE LIMITED.



A large, stylized handwritten signature, likely belonging to the Chairman.

CHAIRMAN

