

FILE COPY



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

Company No. 3649269

The Registrar of Companies for England and Wales hereby certifies that
INVESTORS IN HEALTH (CHICHESTER NO.5) LIMITED

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

NU LOCAL CARE CENTRES (CHICHESTER NO. 5) LIMITED

Given at Companies House, Cardiff, the 20th December 2002



C03649269J

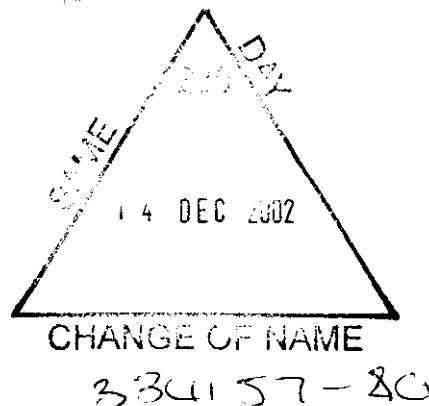


THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



Companies House
— for the record —

Company No. 3649269



COMPANIES ACT 1985

SPECIAL RESOLUTION

(Delivered pursuant to Section 380 of the Companies Act 1985)

of

INVESTORS IN HEALTH (CHICHESTER NO. 5) LIMITED

Passed on 18 December 2002

At an Extraordinary General Meeting of the members of the above-named company, duly convened on 18 December 2002 at 11.00 a.m. at St Helen's, 1 Undershaft, London EC3P 3DQ, the following resolution was duly passed as a SPECIAL RESOLUTION:

SPECIAL RESOLUTION

THAT the name of the Company be changed to NU Local Care Centres (Chichester No. 5) Limited.

CERTIFIED TO BE A TRUE EXTRACT

Authorised Signatory
For and on behalf of
Aviva Company Secretarial Services Limited
Secretary

