

**FILE COPY**



**CERTIFICATE OF INCORPORATION  
ON CHANGE OF NAME**

Company No. 3649489

The Registrar of Companies for England and Wales hereby certifies that  
WALNUTPLACE PLC

having by special resolution changed its name, is now incorporated  
under the name of  
CATALYST HEALTHCARE (WORCESTER) PLC

Given at Companies House, Cardiff, the 15th December 1998



\*C03649489E\*



THE OFFICIAL SEAL OF THE  
REGISTRAR OF COMPANIES



**C O M P A N I E S   H O U S E**

HC006B

Company No. 3649489

THE COMPANIES ACTS 1985 AND 1989

PUBLIC LIMITED COMPANY



**SPECIAL RESOLUTION**

of

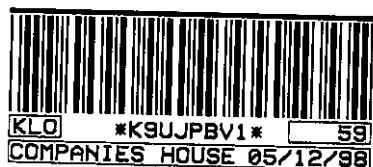
**WALNUTPLACE PLC**

At an extraordinary general meeting of the Company held at 200 Aldersgate Street, London EC1A 4JJ on 3 December 1998 the following resolution was passed as a special resolution.

**SPECIAL RESOLUTION**

THAT the Company's name be changed to CATALYST HEALTHCARE (WORCESTER) PLC

CHAIRMAN

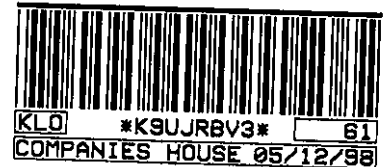


**WALNUTPLACE PLC**  
**MINUTES OF THE FIRST MEETING OF THE BOARD OF DIRECTORS**  
**HELD AT 200 ALDERSGATE STREET, LONDON EC1A 4JJ**  
**ON 3 DECEMBER 1998**

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**PRESENT:** James Baird as alternate for M.E. Richards  
Julia Clarke as alternate for P.J. Charlton

**IN ATTENDANCE:** Russell Gould  
Michael Jeffs



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1. **CHAIRMAN**

**IT WAS RESOLVED** that Julia Clarke be appointed chairman of the meeting.

2. **ALTERNATES**

There was produced to the meeting a letter signed by M.E. Richards and P.J. Charlton appointing any partner in the firm of Clifford Chance as their respective alternates pursuant to the Company's articles of association. It was reported that James Baird and Julia Clarke, partners in the firm of Clifford Chance, were attending the meeting as alternates for M.E. Richards and P.J. Charlton respectively.

3. **QUORUM**

The chairman declared that a quorum was present.

4. **INCORPORATION OF THE COMPANY**

It was reported that the Company had been incorporated on 14 October 1998 with registration number 3649489. The certificate of incorporation and a print of the memorandum and articles of association were produced to the meeting.

5. **FIRST DIRECTORS AND SECRETARY**

A copy of the statement filed with the Registrar of Companies pursuant to section 10 of the Companies Act 1985 (the "Act") was produced to the meeting. In the statement Martin Edgar Richards and Peter John Charlton agreed to act as first directors, and Clifford Chance Secretaries Limited agreed to act as secretary. The secretary was instructed to complete the register of directors and secretaries with the required particulars.

6. **REGISTERED OFFICE**

It was reported that the Company had been incorporated with its registered office at 200 Aldersgate Street, London EC1A 4JJ and **IT WAS RESOLVED** that the registered office be changed to 2<sup>nd</sup> Floor, Peter House, 2-14 Oxford Street, Manchester M1 5AN.

7. **CHANGE IN ACCOUNTING REFERENCE DATE**

**IT WAS RESOLVED** that the Company's accounting reference date for the purposes of section 224 of the Act be changed to 31 March in every year and that the Company's current accounting reference period which would otherwise end on 31 October 1999 be shortened to end on 31 March 1999.

8. **SUBSCRIBER'S SHARES**

A cheque for £2 was produced to the meeting being payment in full for the two shares of £1 each in the capital of the Company agreed to be taken by the subscribers, Clifford Chance Nominees Limited and Clifford Chance Secretaries Limited. **IT WAS RESOLVED** that each of the subscribers be entered in the register of members as the holder of the share for which it had agreed to subscribe and that, on the adoption of the Company's seal becoming effective, share certificates be sealed and issued to the subscribers.

9. **EXTRAORDINARY GENERAL MEETING**

- 9.1 It was proposed that an extraordinary general meeting of the Company be convened for the purpose of considering and, if thought fit, passing a resolution to change the Company's name to Catalyst Healthcare (Worcester) PLC.

10. **CORPORATE REPRESENTATIVES**

- 10.1 There were produced to the meeting certificates from Clifford Chance Nominees Limited and Clifford Chance Secretaries Limited as to the appointment of representatives for each company for the purpose of attending and voting at general meetings of the Company and signing documents in connection with those meetings and written resolutions of members of the Company.

11. **EXTRAORDINARY GENERAL MEETING NOTICE**

- 11.1 A notice convening an extraordinary general meeting for these purposes was produced to the meeting. **IT WAS RESOLVED** that:

- 11.1.1 the notice be approved and signed by a director or the secretary;
- 11.1.2 the secretary be directed to deliver the notice to the persons entitled to receive it; and
- 11.1.3 subject to the necessary consents being obtained, the meeting be held immediately.

12. **ADJOURNMENT**

The meeting was then adjourned until after the extraordinary general meeting had been held. On resumption it was reported that the special resolution set out in the notice of meeting had been passed at the extraordinary general meeting.

13. **COMMON SEAL**

**IT WAS RESOLVED** that the seal, an impression of which appears in the margin of these minutes, be adopted as the Company's common seal with effect from the date of issue by the Registrar of Companies of a certificate of incorporation on change of name pursuant to the resolution to change the Company's name passed at the extraordinary general meeting held today.



14. **TRANSFER OF SUBSCRIBERS' SHARES**

A stock transfer form in respect of each of the subscribers' shares was produced to the meeting. The share held by Clifford Chance Nominees Limited was agreed to be transferred to Walnutbase Limited and that held by Clifford Chance Secretaries Limited to Alan Edmund Wilchen Hudson. **IT WAS RESOLVED** that each of the transfers of the shares be approved and entered in the register of transfers, that the transferee be entered in the register of members as the holder of the relevant share and that, on adoption of the Company's seal becoming effective, share certificates be sealed and issued to the transferees.

15. **RESIGNATION OF DIRECTORS AND SECRETARY**

Letters from each of Martin Edgar Richards and Peter John Charlton resigning from the office of director were produced to the meeting. A letter from Clifford Chance Secretaries Limited resigning from the office of secretary was produced to the meeting. **IT WAS RESOLVED** that the resignations be accepted with effect from the close of the meeting and recorded in the Company's books.

16. **REPLACEMENT OF DIRECTORS AND SECRETARY**

16.1 **IT WAS RESOLVED** that:

16.1.1 Sir Arthur David Tim Chessells, Anthony Ring, Philip Matthews, Keith David Perry, Thomas Downs Anderson, and Michael Edward Davis, having consented in writing to act, be appointed directors of the Company with effect from the close of the meeting;

16.1.2 Alan Edmund Wilchen Hudson, having consented in writing to act, be appointed secretary of the Company with effect from the close of the meeting; and

16.1.3 these appointments be recorded in the Company's books.

17. **FILING OF DOCUMENTS**

17.1 The secretary was instructed to arrange for the filing of the following documents with the Registrar of Companies:

17.1.1 notice of change in situation of registered office (form 287);

17.1.2 change of accounting reference date (form 225);

17.1.3 copies of the special resolutions passed at the extraordinary general meeting held today together with a cheque for £10 being the fee for the proposed change in the Company's name; and

17.1.4 notices of appointments and resignations of directors and secretary (forms 288a and 288b).

18. **CLOSE OF MEETING**

There being no further business the chairman declared the meeting closed.

A handwritten signature in black ink, appearing to read 'J. M. Clarke', is written over a horizontal line.

Chairman