

FILE COPY



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

Company No. 3738097

The Registrar of Companies for England and Wales hereby certifies that

CANTERBURY HEALTHCARE LIMITED

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

WESTMINSTER HEALTH CARE (UK) LIMITED

Given at Companies House, London, the 6th September 1999



C037380975

S. Bashar

MISS S. BASHAR

For The Registrar Of Companies



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



COMPANIES ACT 1985

CANTERBURY HEALTHCARE
LIMITED

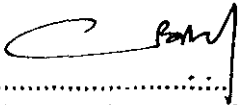
LIMITED COMPANY HAVING A SHARE
CAPITAL

COMPANY No. 03738097

By a written resolution dated 3/9/1999 the following resolution was
passed as a special resolution:

SPECIAL RESOLUTION

THAT the name of the Company be changed to "Westminster Health Care
(UK) Limited".


.....
Director/Company Secretary

N/C - £200 - 2/2 - LV992240.230/1+
NW 000604
S/day