

FILE COPY



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

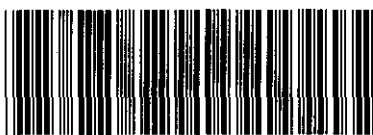
Company No. 3786161

The Registrar of Companies for England and Wales hereby certifies that
LOMBARDY COURT VCT LIMITED

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

ACTIVE CARE PARTNERSHIPS (LOMBARDY) LIMITED

Given at Companies House, Cardiff, the 19th May 2004



C03786161



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



Companies House
— for the record —

Company Number 3786161

701068/60

Lombardy Court VCT Limited ("Company")

WRITTEN RESOLUTIONS

Pursuant to Section 381A of the Companies Act 1985, we, the undersigned, being all the members of the Company entitled to attend and vote at general meetings of the Company, **hereby resolve** that the following resolutions shall for all purposes be effective as if they had each been passed as a special resolution at a general meeting of the Company duly convened and held.

1. ADOPTION OF NEW ARTICLES OF ASSOCIATION


That the Company adopt new articles of association substantially in the form attached hereto .

2. CHANGE OF NAME

That the Company change its name from Lombardy Court VCT Limited to "Active Care Partnerships (Lombardy) Limited"

Signed:  Dated:..... 13/5/04

For and on behalf of Active Care Partnerships (Holdings) Limited

Signed:  Dated:..... 13/5/04

For and on behalf of Intercare Residential Limited
(to be renamed Active Care Partnerships (Intercare) Limited)

