

THE COMPANIES ACTS 1985 AND 1989

COMPANY NUMBER: 3786845

WRITTEN RESOLUTIONS OF BUPA FINANCE NO. 2 LIMITED

We, the undersigned, being all the Members for the time being of the above-named Company entitled to receive notice of and to attend and vote at General Meetings HEREBY PASS the following first Resolution as an Ordinary Resolution and the following second Resolution as a Special Resolution and agree that the said Resolutions pursuant to Section 381A of the Companies Act 1985 (as amended) shall for all purposes be as valid and effective as if the same had been passed at a General Meeting of the Company duly convened and held.

RESOLUTIONS

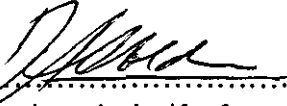
1. Change to Authorised Share Capital

"THAT 300 unissued Ordinary Shares of £1 each in the capital of the Company be re-designated as 300 5% non-cumulative Preference Shares of £1 each having the rights and being subject to the restrictions as set out in the proposed new Articles of Association referred to in Resolution 2."

2. Adoption of New Articles of Association

"THAT the document entitled "Articles of Association of BUPA Finance No. 2 Limited" which, for the purpose of identification, had been initialled by the Chairman be and is hereby adopted in substitution for and to the exclusion of the existing Articles of Association of the Company."


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For and on behalf of
BUPA Investments Limited


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For and on behalf of
BUPA Investments Overseas
Limited

Passed on this 9th day of May 2001



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COMPANIES ACT 1985
(as amended)

PRIVATE COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

of

BUPA FINANCE NO. 2 LIMITED

(as adopted by Special Resolution passed on 9th May 2001)

TABLE A

1. Subject as otherwise provided in these Articles, the regulations in Table A prescribed under section 8 of the Companies Act 1985 (the "Act"), as in force at the date of adoption of these articles ("Table A"), shall apply to the Company.
2. The following provisions of Table A shall not apply to the Company - regulation 64; regulations 65 to 69 inclusive; regulations 72 to 80 inclusive, Regulation 84; the last sentence of regulations 88 and 89 respectively; regulations 90 and 91; the semi-colon and the words, "but a resolution ... in that capacity" in regulation 93; regulations 94 to 98 inclusive; and regulation 117.

SHARES

3. Share Capital

The capital of the company at the date of the adoption of these articles is £10,000,000 divided into 9,999,700 ordinary shares of £1 each (the "Ordinary Shares") and 300 5% non-cumulative preference shares of £1 each (the "Preference Shares") issued at a premium of £999,999 (the "Preference Share Issue Price").

- 3.1 Each of the Ordinary Shares shall confer on the holder thereof the rights to 450 votes per Ordinary Share held. For the avoidance of doubt the weighted voting rights of the Ordinary Shareholders shall apply on a show of hands as well as on a poll and regulation 54 of Table A shall be amended accordingly.

- 3.2 Each of the Preference Shares shall confer on the holder thereof the right to be paid out of the profits of the company available for distribution by way of dividend and resolved to be distributed in respect of a financial year or other period for which the company's accounts are made up, a fixed non-cumulative annual preferential dividend at the rate of 5 per cent per annum (excluding the amount of any associated tax credit available to shareholders) of the Preference Share Issue Price ("the **Preference Dividend**") but shall confer no further right to participate in the profits or assets of the company.
- 3.3 In a winding up or other return of capital or repayment of the capital paid up or credited as paid up thereon the surplus assets of the company shall be applied for the following purposes and in the following order of priority:
- 3.3.1 to the repayment of capital paid up or credited as paid and any premium paid on the Preference Shares;
- 3.3.2 to the payment of any Preference Dividend declared but unpaid as at the date of return of capital;
- 3.3.3 to the repayment of the capital paid up or credited as paid up on the Ordinary Shares and any surplus assets shall be divided amongst the holders of the Ordinary Shares in proportion to the number of Ordinary Shares held by them respectively.
- 3.4 The Preference Shares shall not entitle the holders thereof to any right of participation in the assets of the company other than as set out in these articles.
- 3.5 The holders of Preference Shares allotted prior to 31st December 2001 shall be entitled to receive a Preference Dividend calculated on a pro rata basis from the date of allotment to 31st December, 2001 which will be payable on 1st July 2002. Thereafter the Preference Dividend will be calculated annually to 31st December and payable on the 1st July of the following year (or in the event of any such date being a Saturday, Sunday or public holiday in England, on the next day which is not such a day) provided that the first full year Preference Dividend payment shall be due on 1st July, 2003. Payment of the Preference Dividend shall be made to holders on the register at any time and date selected by the directors.
- 3.6 The holders of the Preference Shares shall be entitled to receive notice of or to attend or vote at any general meeting of

the company and each holder of a Preference Share shall have one vote per Preference Share held either on a show of hands or on a poll and regulation 54 of Table A shall be amended accordingly.

- 3.7 No further shares ranking either as to dividend or as to capital *pari passu* or in priority to the Preference Shares shall be created or issued except with the consent of the holders of the Preference Shares given at a separate class meeting of the Preference shareholders or in writing by the holders of not less than three quarters of the nominal value of the total issued Preference Shares.

Subject to the provisions of Section 80 of the Act and of any resolution of the Company in general meeting passed pursuant thereto any unissued shares for the time being in the capital of the Company shall be at the disposal of the directors and they may (subject as aforesaid) allot, grant options over or otherwise dispose of them to such persons, on such terms and conditions and at such times as they think fit.

- 5.1 The directors are generally and unconditionally authorised for the purposes of Section 80 of the Act, to exercise any power of the Company to allot and grant rights to subscribe for or convert securities into shares of the Company up to the amount of the share capital of the Company authorised but unissued at the date of adoption of these Articles at any time or times during the period of five years from the date of adoption and the directors may, after that period, allot any shares or grant any such rights under this authority in pursuance of an offer or agreement so to do made by the Company within that period.
- 5.2 The directors acting under the authority set out in 5.1 above and regulation 110 of Table A are obliged to ensure that any shares allotted by them in capitalising the company's profits and/or reserves must be issued so that the holders of the Ordinary Shares hold at least three quarters of the voting rights at a general meeting of the company at any time.
- 5.3 The authority hereby given may at any time (subject to the said Section 80) be renewed, revoked or varied by Ordinary Resolution of the Company in General Meeting.
- 5.4 In accordance with Section 91(1) of the Act Sections 89(1) and 90(1) to (6) (inclusive) of the Act shall not apply to the Company.

TRANSFER OF SHARES

6. In regulation 24 of Table A the first sentence shall be excluded. In the second sentence the words: "They may also" shall be excluded and replaced by "The directors may".

INTERESTS OF DIRECTORS

7. A director may enter into any contract or arrangement or dealing with the Company and may accept office as a director of any company promoted by the Company or in which the Company is interested and may subscribe for, guarantee the subscription of or otherwise acquire, shares or other interests in any such company and shall not be in any way whatsoever accountable for any profits or benefits so obtained and, subject to making disclosure of the nature of his interest at a meeting of the directors in accordance with Section 317 of the Act (with which Section he shall comply in any event) he may vote and be counted in a quorum at meetings of the directors in regard to any contract, arrangement or dealing in which he is interested or upon any matter arising out of it.

DIRECTORS

- 8.1 The minimum number of directors of the Company shall be three and the majority of the Board of Directors including the Chairman at any given time shall be appointed by The British United Provident Association Limited or any of its subsidiaries as defined in s.736 of the Act ("BUPA"). BUPA may from time to time increase or reduce the number of directors by writing, signed by one Governor and countersigned by the Secretary of BUPA or by another Governor thereof or by some other person appointed by its board for the purpose.
- 8.2 BUPA may from time to time and at any time appoint any person or persons to be a director or directors and may at any time remove any director whether appointed under this regulation or otherwise.
- 8.3 BUPA may from time to time appoint any director to an executive office (including that of executive director, manager or other salaried office) for such period and upon such terms as it thinks fit. The office may be held together with the office of chairman of the Company.
- 8.4 Every director appointed to an executive office as aforesaid may, subject to the provisions of any contract between himself and BUPA, be liable to be dismissed or removed from such office by BUPA.

- 8.5 The directors may from time to time entrust and confer upon any committee of one or more directors, executive director, manager or any other executive officer as aforesaid all or any of the powers of the directors (except the power to borrow money) as they may think fit. But the delegation of all such power to any committee of one or more directors, executive director, manager or other officer shall be subject to such regulations and restrictions as the directors may from time to time make and impose and the said power may at any time be withdrawn, revoked or varied.
- 8.6 Every appointment or removal made under 8.2 and 8.3 and above must be in writing, signed by a Governor and countersigned by the Secretary of BUPA or by another Governor of BUPA or by some other person appointed by its board for the purpose.
- 8.7 A director appointed under 8.2 above (whether he holds executive office or not) shall receive such remuneration (whether by way of salary or otherwise) as BUPA may determine. The directors may be paid all travelling, hotel and other expenses properly incurred by them in attending and returning from meetings of the board or any committee of the board or general meetings of the Company or in connection with the business of the Company.
- 8.8 All references in Table A to retirement by rotation shall be modified accordingly.

DISQUALIFICATION OF DIRECTORS

9. The office of director shall be vacated if the director shall be removed from office pursuant to 8.2 and 8.6 above.

PROCEEDINGS OF DIRECTORS

10. Without prejudice to the first sentence of regulation 88 of Table A, a meeting of the directors or of a committee of the directors may consist of a conference between directors who are not all in one place, but of whom each is able (directly or by telephonic communication) to speak to each of the others, and to be heard by each of the others simultaneously; and the word "meeting" in these Articles and in Table A shall be construed accordingly.
11. BUPA may appoint a chairman of the meetings of the board and determine the period for which he is to hold office; but if no such chairman is so appointed, or if at any meeting the chairman is not present within five minutes after the time appointed for holding the same, the directors present may choose one of their number to be chairman of the meeting.

WINDING UP

12. If the Company shall be wound up the liquidator may, with the sanction of an extraordinary resolution of the Company and any other sanction required by the Act, convey, assign or transfer to BUPA in specie or kind the whole or any part of the assets of the Company. The liquidator may, with the like sanction, vest the whole or any part of such assets in trustees upon such trusts for the benefit of the contributories as the liquidator, with the like sanction, shall think fit, but so that no member shall be compelled to accept any shares or other securities whereon there is any liability.
13. After regulation 118 of Table A there shall be added "(2) Subject to the provisions of the Act, BUPA at its sole discretion may purchase and maintain for any director, officer or auditor, insurance against such liability."