

FILE COPY



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

Company No. 3824389

The Registrar of Companies for England and Wales hereby certifies that
MCCARTHY LIFESTYLE HOMES LIMITED

having by special resolution changed its name, is now incorporated
under the name of
EMLOR RETIREMENT HOMES LIMITED

Given at Companies House, Cardiff, the 14th August 2000



C03824389D



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



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

HC006B

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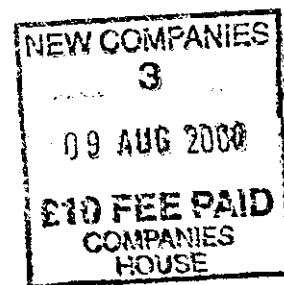
Company Number : 3824389

THE COMPANIES ACT 1985

A PRIVATE COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION OF

MCCARTHY LIFESTYLE HOMES LIMITED



At an EXTRAORDINARY GENERAL MEETING of the above company, duly convened, and held on the eighth day of August 2000, the following SPECIAL RESOLUTION was duly passed:-

That the name of the company be changed to

EMLOR RETIREMENT HOMES LIMITED

A handwritten signature in black ink, appearing to be "S J McCarthy", written over a series of horizontal dotted lines.

S J McCarthy – Chairman

