

FILE COPY



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

Company No. 3941902

The Registrar of Companies for England and Wales hereby certifies that
BUSSLAW (20) LIMITED

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

Given at Companies House, Cardiff, the 31st March 2000



C03941902U



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



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

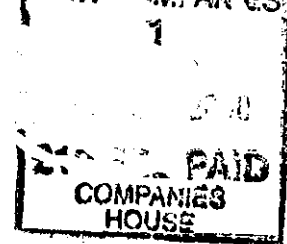
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COMPANY NEWBEX 3941202

COMPANIES ACT 1985
COMPANY LIMITED BY SHARES



WRITTEN RESOLUTION OF
BUSSLAW (20) LIMITED


Pursuant to Section 381A of the Companies Act 1985 ("the Act")

Passed on 22 March 2000

We, the undersigned members of the above named company being all the members who at the date hereof would be entitled to attend and vote at a general meeting of the Company, hereby resolve as follows such resolution to take effect as a Special Resolution pursuant to Section 379 of the Act.


SPECIAL RESOLUTION

That the Company forthwith change its name to Rothcare Estates Limited.

Signed: 

For and on behalf of
Buss Murton (Nominees) Limited

Dated: 23-3-00

Signed: 

For and on behalf of
Buss Murton Secretarial Services Ltd

Dated: 23-3-00

