

FILE COPY



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

Company No. 4117111

The Registrar of Companies for England and Wales hereby certifies that
HAPPEN CTS LIMITED

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

Given at Companies House, Cardiff, the 2nd March 2003



C041171111



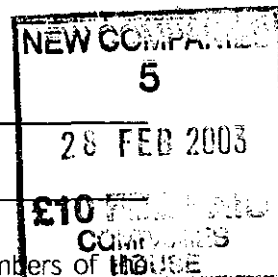
THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



Companies House
— for the record —

HC006B

100532

SPECIAL RESOLUTION ON CHANGE OF NAME
COMPANIES ACTSCOMPANY NUMBER 4117111COMPANY NAME HAPPEN CTS LIMITEDAt an Extraordinary General * ~~Annual General~~ * General * Meeting of the members of the above named company, duly convened and held at:28 WEST BAR STREETBANBURY OXON OX16 9RRon the 26TH day of 5 FEBRUARY 20 03

The following Special Resolution was duly passed:

That the name of the Company be changed to:

NEW NAME HAPPEN FOSTERCARE LIMITEDSignature: Carol Henderson
Chairman, Director, Secretary or Officer of the Company

Notes:

- The resolution must be delivered to Companies House within 15 days of it being passed.
- A £10 fee is required to change the name (cheques made payable to "Companies House").
- Have you checked whether the new name is available at www.companieshouse.gov.uk?
- Please provide the name and address to which the certificate is to be sent.