

FILE COPY



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

Company No. 4187974

The Registrar of Companies for England and Wales hereby certifies that
SHELFCO (NO.2426) LIMITED

having by special resolution changed its name, is now incorporated
under the name of
NU LOCAL CARE CENTRES (FARNHAM) LIMITED

Given at Companies House, Cardiff, the 22nd May 2001



C04187974L



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



Companies House
— for the record —

HC006B

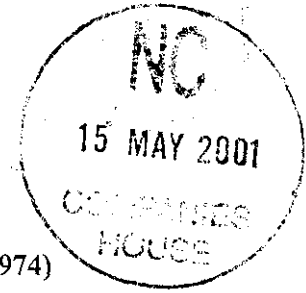
THE COMPANIES ACTS 1985 AND 1989

COMPANY LIMITED BY SHARES

WRITTEN RESOLUTIONS

of

SHELFCO (No. 2426) LIMITED (Company No: 4187974)



We, the undersigned, being the sole member of the above Company entitled to receive notice of, attend and vote at general meetings of the Company hereby pursuant to the articles of association and s381A Companies Act 1985 unanimously pass the following resolutions and agree that they shall have effect as if passed as special resolutions at a general meeting of the Company duly convened and held:

SPECIAL RESOLUTIONS

1. THAT the name of the Company be changed to: **NU Local Care Centres (Farnham) Limited.**

2. THAT the Company's Memorandum of Association be amended by inserting the following new clause 3(A) in place of and to the entire exclusion of the existing clause 3(A):

"(A)

- (i) to carry on business as designers, suppliers, assemblers, engineers, facilities managers, contractors, and consultants and to be otherwise concerned in the construction, installation, maintenance, repair, renewal and replacement of infrastructure, electrification, telecommunications, buildings, fixed plant, structures, and other assets of all kinds and, in particular, but without limitation to the aforementioned, to carry out (whether as main contractors or subcontractors or to subcontract others to carry out) infrastructure and facilities projects in relation to schools and educational establishments involving any of the skills and activities above described and to supervise, survey, audit and manage such works as described above which are carried out by other parties;
- (ii) to carry on business as providers of building cleaning services, repair and maintenance services, security and reception services, catering services, life cycle replacement services, grounds maintenance and pest control services, and management and monitoring services (or to subcontract others to carry out such services);
- (iii) to carry on a business as a property developer, such business including all such matters ancillary to property development;
- (iv) to carry on business as a general commercial company, such business including (but not being limited to) the hiring out of entertainment, sporting



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COMPANIES HOUSE

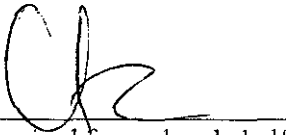
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and conference facilities, and event organising (or to subcontract others to carry on such activities);

- (v) to do all such things as are incidental or conducive to the carrying on of any trade or businesses by it."

A handwritten signature in black ink, consisting of a large 'O' followed by a stylized 'K' or 'R'.

Duly authorised for and on behalf of
Mikjon Limited, as sole shareholder

Dated: 3 May 2001