

FILE COPY



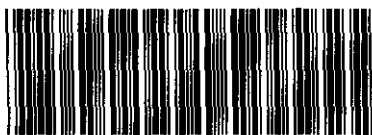
**CERTIFICATE OF INCORPORATION  
ON CHANGE OF NAME**

Company No. 4286017

The Registrar of Companies for England and Wales hereby certifies that  
JARVISHELF 15 LIMITED

having by special resolution changed its name, is now incorporated  
under the name of  
JARVIS PRIMARY HEALTH (GPFC) HOLDINGS LIMITED

Given at Companies House, Cardiff, the 8th May 2002



\*C042860177\*



THE OFFICIAL SEAL OF THE  
REGISTRAR OF COMPANIES



*Companies House*  
— for the record —

Jarvisshelf 15 Limited

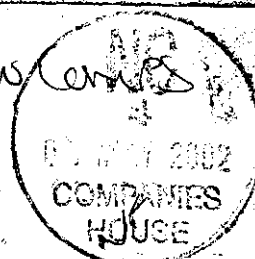
Company Number 4286017

THE COMPANIES ACTS 1985 AND 1989

COMPANY LIMITED BY SHARES

WRITTEN RESOLUTIONS NEW COMPANIES

(28 March 2002)

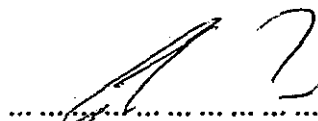


Pursuant to Section 318A of the Companies Act 1985, we, the undersigned, being all the members of the Company who at the date of these Resolutions, are entitled to attend and vote at General Meetings of the Company resolve that the following resolutions be passed and agree that they shall have effect as Special Resolutions, as if passed at a General Meeting duly convened and held:-

1. That the name of the Company be changed to:-

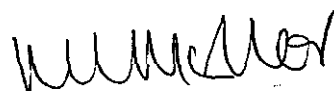
Jarvis Primary Health (GPFC) Holdings Limited

2. That the regulations contained in the documents marked A and B submitted to this Meeting and, for the purpose of identification, signed by the Chairman hereof be approved and adopted as the Memorandum and Articles respectively of the Company.

  
FOR AND ON BEHALF OF JARVIS plc.

Certified a true copy  
of the original



  
For and on behalf of  
Jarvis Secretaries Ltd