

FILE COPY



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

Company No. 4286432

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

having by special resolution changed its name, is now incorporated
under the name of
BENTLEIGH CARE LIMITED

Given at Companies House, Cardiff, the 23rd October 2001



C04286432M



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



Companies House
— for the record —

Company No. 4286432

THE COMPANIES ACTS 1985-89

PRIVATE COMPANY LIMITED BY SHARES

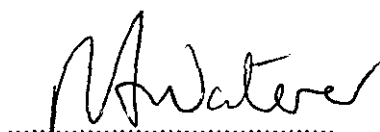
SPECIAL RESOLUTION

- OF -

RANYARD LIMITED

I, the undersigned, being the sole Member of the Company who at the date of this resolution is entitled to attend and vote at general meetings of the Company HEREBY PASS the following resolution as a special resolution and agree that the said resolution shall, for all purposes, be as valid and effective as if the same had been passed by us all at a general meeting of the Company duly convened and held:

THAT the name of the Company be changed to " Bentleigh Care Limited".



R.A. Waterer

Dated: 15 October 2001

