

FILE COPY



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

Company No. 4530648

The Registrar of Companies for England and Wales hereby certifies that
PRIORY HEALTHCARE PENSION TRUSTEE LIMITED

having by special resolution changed its name, is now incorporated

under the name of

PRIORY PENSION TRUSTEE LIMITED

Given at Companies House, Cardiff, the 23rd December 2002



C04530648M



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



Companies House
— for the record —

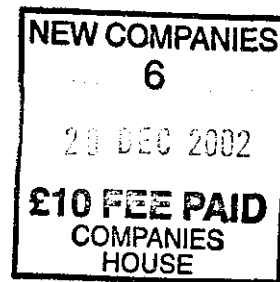
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No: 4530648

THE COMPANIES ACTS 1985 AND 1989

PRIVATE COMPANY LIMITED BY SHARES



WRITTEN RESOLUTION

OF

PRIORY HEALTHCARE PENSION TRUSTEE LIMITED ("the Company")

WE, the undersigned, being the sole member of the Company who is entitled to attend and vote at general meetings of the Company, HEREBY RESOLVE as follows:-

THAT the name of the Company be changed by the removal from its current name of the word "Healthcare" to Priory Pension Trustee Limited.



For and on behalf of
LIBRA HEALTH LIMITED

11 DECEMBER 2002

