

FILE COPY



CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME

Company No. 5116610

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

having by special resolution changed its name, is now incorporated
under the name of
TRUECARE HOLDINGS LIMITED

Given at Companies House, Cardiff, the 1st September 2004



C051166100



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



Companies House
— for the record —

HC006B

000006/110
65440

Company No: 5116610

THE COMPANIES ACT 1985 (AS AMENDED)

COMPANY LIMITED BY SHARES

WRITTEN RESOLUTIONS

OF


KWIKCOUNT LIMITED


We, the undersigned, being all the Members for the time being of the above-named Company entitled to receive notice of and to attend and vote at General Meetings of the Company **HEREBY RESOLVE** that the following resolution be passed as a resolution in writing pursuant to Sections 381A and 381B of the Companies Act 1985 and agree that it shall have effect as a valid and effectual Special Resolution as if the same had been passed at a General Meeting of the Company duly convened and held:


SPECIAL RESOLUTION

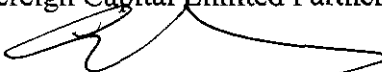
RESOLVED THAT the name of the Company be changed to **TRUECARE HOLDINGS LIMITED.**

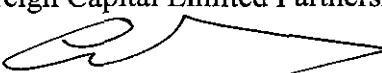
SIGNATURE OF MEMBERS:

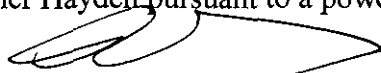

.....
Paul Gold


.....
Edwina Johnston


.....
Sovereign Capital Limited Partnership I


.....
Sovereign Capital Limited Partnership I 'B'


.....
Executed by Andrew Hayden acting for and on behalf
of Heather Hayden pursuant to a power of attorney


.....
Executed by Andrew Hayden acting for and on behalf
of John Nash pursuant to a power of attorney

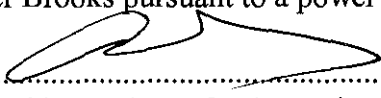




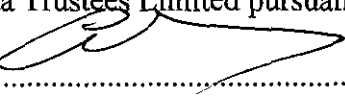
.....
Executed by Andrew Hayden acting for and on behalf
of Sarah Robson pursuant to a power of attorney



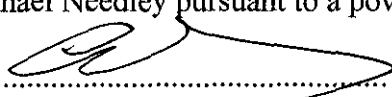
.....
Executed by Andrew Hayden acting for and on behalf
of Peter Brooks pursuant to a power of attorney



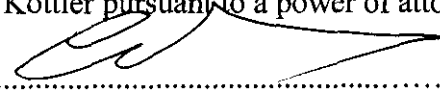
.....
Executed by Andrew Hayden acting for and on behalf
of Sefta Trustees Limited pursuant to a power of attorney



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Executed by Andrew Hayden acting for and on behalf
of Michael Needley pursuant to a power of attorney



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Executed by Andrew Hayden acting for and on behalf
of Jim Kottler pursuant to a power of attorney



.....
Executed by Andrew Hayden acting for and on behalf
of David Myers pursuant to a power of attorney

Dated: 26 August 2004