



FILE COPY

**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

Company No. 5445223

The Registrar of Companies for England and Wales hereby certifies that

CHANCELLOR CARE HOLDINGS LIMITED

having changed its name, is now incorporated under the name of

CAWSTON PARK HOLDINGS LIMITED

Given at Companies House on **19th February 2009**



C05445223I



Companies House
— for the record —



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES

Registered number: 05445223

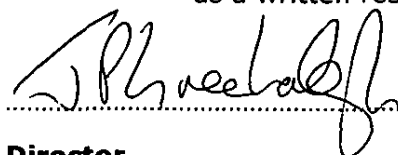
CHANCELLOR CARE HOLDINGS LIMITED

At an Extraordinary General Meeting of Chancellor Care Holdings Limited (the "Company") held at Kettering Park Hotel, Kettering Parkway, Kettering Venture Park, Kettering NN15 6XT on 4 February 2009 at 11.15 a.m., the following resolutions were passed as special resolutions:

SPECIAL RESOLUTIONS

1. That the name of the Company be changed to **Cawston Park Holdings Limited.**
2. That the Company's Articles of Association be amended as follows:
 - 2.1 by the replacement in Article 1.1 after the words "the Companies (Tables A to F) Regulations 1985" of the words "in force at the time of adoption of these Articles" with the words "as amended by SI 2007/2541 and SI 2007/2826"; and
 - 2.2 by the replacement of the last paragraph of Article 6.3.2 with the following:

THEN (if the Investor Majority has given written notice ("Notice") to the Company ("an Activation Notice")) the holders of the A Ordinary Shares shall for so long as Specified Circumstances continue to subsist without being remedied be entitled to exercise (i) as a class on a poll or (ii) by written resolution ten times the total number of votes attached to all shares of any other class in issue on any resolution proposed (i) at any general meeting of the Company or (ii) as a written resolution.


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Director

WEDNESDAY



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