

FILE COPY



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

Company No. 6147791

The Registrar of Companies for England and Wales hereby certifies that

BUPA MEMBERSHIP COMMISSIONING LIMITED

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

BUPA COMMISSIONING LIMITED

Given at Companies House, London, the 16th January 2008



C06147791F



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



Companies House
— for the record —

000544 / 60

COMPANY NUMBER 6147791

**WRITTEN RESOLUTIONS OF
BUPA MEMBERSHIP COMMISSIONING LIMITED**

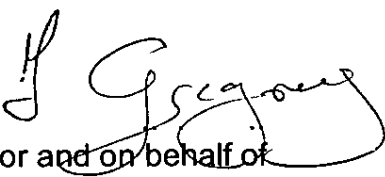


Written resolutions of the eligible members of the Company passed on 15th
January, 2008

**PROPOSED BY THE BOARD OF DIRECTORS OF THE COMPANY IN
ACCORDANCE WITH SECTION 291 OF THE COMPANIES ACT 2006**

SPECIAL RESOLUTION

THAT the name of the Company be changed from "BUPA Membership
Commissioning Limited" to "BUPA Commissioning Limited"

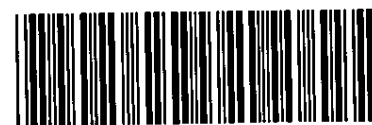

For and on behalf of
BUPA Finance PLC

A copy of the written resolutions shall be supplied to the Company's auditors

**INFORMATION REQUIRED TO COMPLY WITH SECTION 291 (4) OF THE COMPANIES
ACT 2006**

- 1) Eligible members are the members who would have been entitled to vote on the resolution on the circulation date of the written resolutions
- 2) The circulation date of the written resolutions is 11th January 2008 (the "Circulation Date")
- 3) The procedure for signifying agreement by an eligible member to written resolutions is as follows
 - (A) A member signifies his agreement to proposed written resolutions when the Company receives from him (or someone acting on his behalf) an authenticated document –
 - (i) identifying the resolutions to which it relates, and
 - (ii) indicating his agreement to the resolutions
 - (B) The document must be sent to the Company in hard copy form or in electronic form
 - (C) A member's agreement to written resolutions, once signified, may not be revoked
 - (D) Written resolutions are passed when the required majority of eligible members have signified their agreement to them
- 4) The period for agreeing to the written resolutions is the period of 28 days beginning with the Circulation Date (see Section 297 of the Companies Act 2006)

WEDNESDAY



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16/01/2008

COMPANIES HOUSE

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