



FILE COPY

**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

Company No. 6897301

The Registrar of Companies for England and Wales hereby certifies that

STONELY 6 LIMITED

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

**MCCARTHY & STONE TOTAL CARE MANAGEMENT
LIMITED**

Given at Companies House on **12th May 2009**



C06897301B



Companies House
— for the record —



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES

STONELY 6 LIMITED
COMPANY NO. 6897301
PRIVATE COMPANY LIMITED BY SHARES

(the *Company*)

SOLE MEMBER'S WRITTEN RESOLUTION

8 May 2009



Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose that the following resolution is passed as a special resolution (*Special Resolution*).

SPECIAL RESOLUTION

THAT the name of the Company be changed to "McCarthy & Stone Total Care Management Limited".

AGREEMENT

Please read the notes at the end of this document before signifying your agreement to the Special Resolution.

The undersigned, a person entitled to vote on the Special Resolution on 8 May 2009, hereby irrevocably agrees to the Resolution:

For and on behalf of

McCarthy & Stone Retirement Lifestyles Limited

Signature

Harold Killy

Date

8.5.09



NOTES

1. If you agree to the Special Resolution, please indicate your agreement by signing and dating this document where indicated above and returning it to the Company using one of the following methods:

- By Hand: delivering the signed copy to Trevor Lindsay Green, Homelife House, 26-32 Oxford Road, Bournemouth, Dorset BH8 8EZ.
- Post: returning the signed copy by post to Trevor Lindsay Green, Homelife House, 26-32 Oxford Road, Bournemouth, Dorset BH8 8EZ.
- Fax: faxing the signed copy to 01202 551 024 marked "For the attention of Trevor Lindsay Green".
- E-mail: by attaching a scanned copy of the signed document to an e-mail and sending it to trevor.green@mccarthyandstone.co.uk Please enter "Written resolutions dated 8 May 2009" in the e-mail subject box.

2. Once you have indicated your agreement to the Special Resolution, you may not revoke your agreement.

3. Unless, by 5 June 2009, sufficient agreement has been received for the Special Resolution to pass, it will lapse. If you agree to the Special Resolution, please ensure that your agreement reaches us before or during this date.

4. If you are signing this document on behalf of a person under a power of attorney or other authority please send a copy of the relevant power of attorney or authority when returning this document.