

FILE COPY



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

Company No. 80352

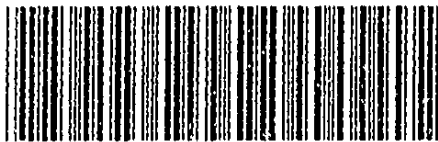
The Registrar of Companies for Scotland hereby certifies that

STONEDALE LIMITED

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

BUPA Developments Limited

Given at Companies House, Edinburgh, the 24th April 1997



CSC080352N


Registrar Of Companies



C O M P A N I E S H O U S E

25 - 04 - 97

Company Number SC80352

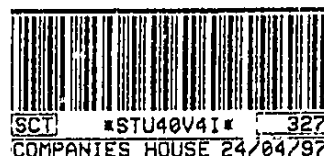
THE COMPANIES ACT 1985
(As amended)

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTIONS OF

STONEDALE LIMITED

Passed on 23rd April 1997



At an Extraordinary General Meeting of Stonedale Limited, duly convened and held at BUPA House, 15-19 Bloomsbury Way, London WC1A 2BA on 23rd April 1997, the following Resolutions were duly passed as SPECIAL RESOLUTIONS:-

1) Change in Memorandum of Association

"THAT the existing paragraphs 3(a)(3-8) be redesignated 3(a)(5-10) respectively and two new paragraphs 3(a)(3-4) be inserted as follows:-

3(a)(3) To carry on all or any of the businesses of producing, distributing and selling energy of all sorts, of purchasing, selling and distributing water, providing ancillary water services and general merchants and traders, cash and credit traders, manufacturers' agents and representatives, insurance brokers and consultants, estate agents, mortgage brokers, financial agents, advisers, managers and administrators, hire purchase and general financiers, brokers and agents, commission agents, importers and exporters, manufacturers, retailers, wholesalers, buyers, sellers, distributors and shippers of, and dealers in all products, goods, wares, merchandise and produce of every description, to participate in, undertake, perform and carry on all kinds of commercial, industrial, trading and financial operations and enterprises; to carry on all or any of the businesses of marketing and business consultants, advertising agents and contractors, general storekeepers, warehousemen, discount traders, mail order specialists, railway, shipping and forwarding agents, shippers, traders, capitalists and financiers either on the Company's own account or otherwise, printers and publishers; haulage and transport contractors, garage proprietors, operators, hirers and

letters on hire of, and dealers in motor and other vehicles, craft, plant, machinery, tools and equipment of all kinds; and to purchase or otherwise acquire and take over any businesses or undertakings which may be deemed expedient, or to become interested in, and to carry on or dispose of, remove or put an end to the same or otherwise deal with any such businesses or undertakings as may be thought desirable.

3(a)(4) To carry on all or any of the businesses of a general and commercial leasing company, hirers, letters on hire, importers and exporters, manufacturers, retailers, wholesalers, buyers, sellers, distributors, and shippers of, and dealers in all products, articles, goods and equipment of every description, general merchants and traders, cash and credit traders, manufacturer's agents and representatives, insurance brokers and consultants, estate and advertising agents, mortgage brokers, financial agents, advisers, managers and administrators, hire purchase and general financiers, brokers and agents, commission agents, to participate in, undertake, perform and carry on all kinds of commercial, industrial, trading and financial operations and enterprises, to carry on all or any of the businesses of marketing and business consultants, advertising agents and contractors, general storekeepers, warehousemen, discount traders, mail order specialists, railway, shipping and forwarding agents, shippers, traders, capitalists and financiers either on the Company's own account or otherwise, printers and publishers, haulage and transport contractors, garage proprietors, operators, hirers and letters on hire of, and dealers in motor and other vehicles, craft, plant, machinery, tools and equipment of all kinds, and to purchase or otherwise acquire and take over any businesses or undertakings which may be deemed expedient, or to become interested in and to carry on or dispose of, remove or put an end to the same or otherwise deal with any such businesses or undertakings, as may be thought desirable."

2) Change of Company's Name

"THAT the name of the Company be changed to BUPA Developments Limited."

A. A. Wapal
.....
Director