



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

Company No. 196089

The Registrar of Companies for Scotland hereby certifies that

BONNYMUIR LIMITED

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

HEALTHCARE SCOTLAND LIMITED

Given at Companies House, Edinburgh, the 20th June 2000



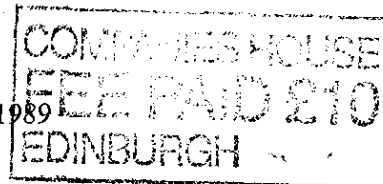
CSC196089J



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES

Company No: 196089

THE COMPANIES ACTS 1985 to 1989



COMPANY LIMITED BY SHARES

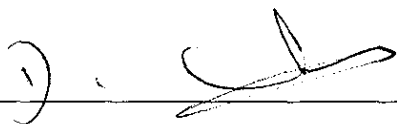
WRITTEN RESOLUTION

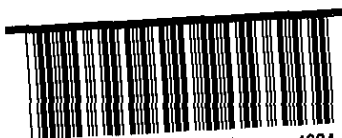
of

BONNYMUIR LIMITED
("the Company")

The following Resolution is a copy of a Special Resolution of the Company agreed to by the members of the Company on 12 June 2000 in accordance with Section 381A of the Companies Act 1985:-

"That the name of the Company be changed to 'Healthcare Scotland Limited'."


Chairman



SCT STV4URCV 1384
COMPANIES HOUSE 14/06/00