

FILE COPY



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

Company No. 3074698

The Registrar of Companies for England and Wales hereby certifies that

HIGHBANK HEALTH CARE LIMITED

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

PRIORY REHABILITATION SERVICES LIMITED

Given at Companies House, London, the 15th May 2003



C03074698E



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



Companies House

— for the record —

015684

HIGHBANK HEALTH CARE LIMITED
(the "Company")


(Registered in England and Wales, Company number: 03074698)



WRITTEN RESOLUTION

We, the undersigned, being at the date hereof, the sole member of the Company and accordingly the only person entitled to receive notice of and to attend and vote at general meetings of the Company, hereby signify, pursuant to Section 381A of the Companies Act 1985, our assent to the passing of the Resolution set out below to the effect that such Resolution shall be deemed to be valid and effective as if the same had been passed as a Special Resolution at a general meeting of the Company duly convened and held:

1. **THAT** the name of the Company be changed to "Priory Rehabilitation Services Limited".


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for and on behalf of
Libra Health Group Limited
(Company number 02915765)

Date: [13] May 2003

