

FILE COPY



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

Company No. 3254624

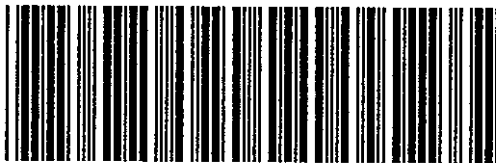
The Registrar of Companies for England and Wales hereby certifies that

CRH LIMITED

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

CHEADLE ROYAL HOSPITAL LIMITED

Given at Manchester, the 13th February 1997



C03254624C

A handwritten signature in black ink, reading 'P. Akhter', with a long horizontal line extending from the end of the signature.

P. AKHTER

For The Registrar Of Companies



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

WRITTEN RESOLUTION
OF
CRH LIMITED

(Company number: (3252624))

Passed 13th February 1997

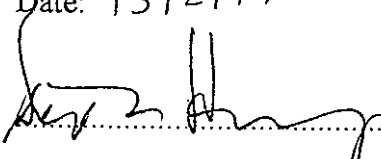


We, the undersigned, being the members for the time being of the above named Company entitled to attend and vote at general meetings thereof **HEREBY PASS** the following resolution as a special resolution of the Company as specified below pursuant to section 381A Companies Act 1985 and confirm that such resolution shall be as valid and effectual as if it had been passed at an extraordinary general meeting of the Company duly convened and held:

That subject to the completion of the acquisition by the Company of the assets and undertaking of the business of Cheadle Royal Hospital the name of the Company be and is changed to Cheadle Royal Hospital Limited.


ERIC BURLING

Date: 13/2/97


STEPHEN HELMSLEY

Date: 13/2/97


JOHN WARD

Date: 13/2/97


PHILIP BATCHELOR

Date: 13/2/97


STEPHEN MCKEOWN

Date: 13/2/97