

FILE COPY



**CERTIFICATE OF INCORPORATION
OF A PRIVATE LIMITED COMPANY**

Company No. 3419700

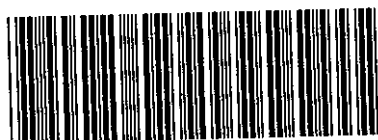
The Registrar of Companies for England and Wales hereby certifies that
DIGNITY GROUP LIMITED

is this day incorporated under the Companies Act 1985 as a private
company and that the company is limited.

Given at Companies House, Cardiff, the 14th August 1997



G A BRENTON



N03419700B

For the Registrar of Companies



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

HC007B



COMPANIES HOUSE

Please complete in typescript,
or in bold black capitals.

12

Declaration on application for registration

Company Name in full



F012001J

† Please delete as appropriate.

I,

LAURENCE DOUGLAS ADAMS

of

REGENT HOUSE, 316 BEULAH HILL, LONDON, SE19,

do solemnly and sincerely declare that I am a [Solicitor engaged in the formation of the company][person named as director or secretary of the company in the statement delivered to the Registrar under section 10 of the Companies Act 1985]† and that all the requirements of the Companies Act 1985 in respect of the registration of the above company and of matters precedent and incidental to it have been complied with.

And I make this solemn Declaration conscientiously believing the same to be true and by virtue of the Statutory Declarations Act 1835.

Declarant's signature

[Handwritten signature]

Declared at

29 WESTOW STREET, LONDON, SE19 3RW,

the

7th

day of

AUGUST

One thousand nine hundred and ninety

SEVEN

① Please print name.

before me ①

S. G. PRYSE-DAVIES

Solicitor

Signed

[Handwritten signature]

Date

7.8.97

A Commissioner for Oaths or Notary Public or Justice of the Peace or Solicitor

Please give the name, address, telephone number and, if available, a DX number and Exchange of the person Companies House should contact if there is any query.

DOUGLAS COMPANY SERVICES LIMITED

REGENT HOUSE, 316 BEULAH HILL, LONDON,

SE19 3HF

Tel 0181.761.1176

DX number 34161

DX exchange NORWOOD NORTH



KLO *KIQMUY28* 2711
COMPANIES HOUSE 08/08/97

When you have completed and signed the form please send it to the Registrar of Companies at:

Companies House, Crown Way, Cardiff, CF4 3UZ DX 33050 Cardiff
for companies registered in England and Wales

or
Companies House, 37 Castle Terrace, Edinburgh, EH1 2EB

for companies registered in Scotland

DX 235 Edinburgh



COMPANIES HOUSE

Please complete in typescript,
or in bold black capitals.

Notes on completion appear on final page

10

First directors and secretary and intended situation of
registered office

Company Name in full



F010001H

DIGNITY GROUP LIMITED

Proposed Registered Office

(PO Box numbers only, are not acceptable)

REGENT HOUSE

316 BEULAH HILL

Post town

County / Region

LONDON

Postcode

SE19 3HF

If the memorandum is delivered by an agent
for the subscriber(s) of the memorandum
mark the box opposite and give the agent's
name and address.

X

Agent's Name

DOUGLAS COMPANY SERVICES LIMITED

Address

REGENT HOUSE

316 BEULAH HILL

Post town

County / Region

LONDON

Postcode

SE19 3HF

Number of continuation sheets attached

Please give the name, address,
telephone number and, if available,
a DX number and Exchange of
the person Companies House should
contact if there is any query.

DOUGLAS COMPANY SERVICES LIMITED

REGENT HOUSE, 316 BEULAH HILL, LONDON

SE19 3HF

Tel 0181.761.1176

DX number 34161

DX exchange

NORWOOD NORTH



KLO *KIQMMY20* 2703
COMPANIES HOUSE 08/08/97

When you have completed and signed the form please send it to the
Registrar of Companies at:

Companies House, Crown Way, Cardiff, CF4 3UZ DX 33050 Cardiff
for companies registered in England and Wales

or

Companies House, 37 Castle Terrace, Edinburgh, EH1 2EB

for companies registered in Scotland

DX 235 Edinburgh

Company Secretary (see notes 1-5)

Company name

DIGNITY GROUP LIMITED

NAME *Style / Title

*Honours etc

* Voluntary details

Forename(s)

Surname

M.W. DOUGLAS & COMPANY LIMITED

Previous forename(s)

Previous surname(s)

Address

REGENT HOUSE

Usual residential address

For a corporation, give the registered or principal office address.

316 BEULAH HILL

Post town

County / Region

LONDON

Postcode

SE19 3HF

Country

ENGLAND

I consent to act as secretary of the company named on page 1

Consent signature

Date

06/08/97

Directors (see notes 1-5)

Please list directors in alphabetical order

NAME *Style / Title

*Honours etc

Forename(s)

Surname

DOUGLAS NOMINEES LIMITED

Previous forename(s)

Previous surname(s)

Address

REGENT HOUSE

Usual residential address

For a corporation, give the registered or principal office address.

316 BEULAH HILL

Post town

County / Region

LONDON

Postcode

SE19 3HF

Country

ENGLAND

Day Month Year

Date of birth

Nationality

UK REGISTERED

Business occupation

LIMITED COMPANY

Other directorships

NONE

I consent to act as director of the company named on page 1

Consent signature

Date

06/07/97

Directors (continued) (see notes 1-5)

NAME *Style / Title

*Honours etc

* Voluntary details

Forename(s)

Surname

Previous forename(s)

Previous surname(s)

Address

Usual residential address

For a corporation, give the registered or principal office address.

Post town

County / Region

Postcode

Country

Day Month Year

Date of birth

Nationality

Business occupation

Other directorships

I consent to act as director of the company named on page 1

Consent signature

Date

This section must be signed by

Either

an agent on behalf of all subscribers

Signed

Date

06/08/97

Or the subscribers

Signed

Date

(i.e those who signed as members on the memorandum of association).

Signed

Date

Signed

Date

Signed

Date

Signed

Date

Signed

Date

Notes

1. Show for an individual the full forename(s) NOT INITIALS and surname together with any previous forename(s) or surname(s).

If the director or secretary is a corporation or Scottish firm - show the corporate or firm name on the surname line.

Give previous forename(s) or surname(s) except that:

- for a married woman, the name by which she was known before marriage need not be given,
- names not used since the age of 18 or for at least 20 years need not be given.

A peer, or an individual known by a title, may state the title instead of or in addition to the forename(s) and surname and need not give the name by which that person was known before he or she adopted the title or succeeded to it.

Address:

Give the usual residential address.

In the case of a corporation or Scottish firm give the registered or principal office.

Subscribers:

The form must be signed personally either by the subscriber(s) or by a person or persons authorised to sign on behalf of the subscriber(s).

2. Directors known by another description:

- A director includes any person who occupies that position even if called by a different name, for example, governor, member of council.

3. Directors details:

- Show for each individual director the director's date of birth, business occupation and nationality.
The date of birth must be given for every individual director.

4. Other directorships:

- Give the name of every company of which the person concerned is a director or has been a director at any time in the past 5 years. You may exclude a company which either **is** or at **all times during the past 5 years**, when the person was a director, **was**:
 - dormant,
 - a parent company which wholly owned the company making the return,
 - a wholly owned subsidiary of the company making the return, or
 - another wholly owned subsidiary of the same parent company.

If there is insufficient space on the form for other directorships you may use a separate sheet of paper, which should include the company's number and the full name of the director.

5. Use Form 10 continuation sheets or photocopies of page 2 to provide details of joint secretaries or additional directors.

THE COMPANIES ACT 1985-1989

PRIVATE COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION

OF

DIGNITY GROUP LIMITED



0398990

0398990

1. The Company's name is "Dignity Group Limited"
2. The Company's registered office is to be situate in England and Wales.
3. a) The object of the Company is to carry on business as a general commercial company.

b) Without prejudice to the object and powers of the Company pursuant to Section 3A of the Act the Company has power to do the following :
 - ia) To carry on all or any part of the business or businesses of conducting, managing and operating homes and nursing homes in all its branches, and to purchase, rent, lease, hire, exchange or otherwise acquire any land, buildings, hotels, structures, equipment or items of any description which in the opinion of the Company would be for the benefit of such homes and nursing homes, and to establish, licence, furnish and completely equip them and to generally let or sub-let rooms, suites, dormitory and ward accommodation and on such terms as the Company may decide; to afford to them all the usual social, medical, nursing and other attentions required together with all the advantages and privileges usual to such establishments or otherwise, and to provide facilities for occupational therapy, music, concerts, recordings and other entertainments, and to employ staff, executives, doctors, nurses and others specialising in the care and attention of all the aforesaid, or as the Company sees fit.
 - b) To carry on all or any part of the business or businesses of caterers and catering contractors in all its branches, as restaurant, cafe and hotel proprietors or otherwise and as vendors of every kind of food and drink, and any other branch of catering including the retailing of food, confectionery, tobacco, groceries and greengroceries as the Company sees fit, and to do all or any of the above acting as principals, agents, brokers, factors, appointees, trustees, lessors, lessees or otherwise either in the United Kingdom or elsewhere.

- ii) To carry on any other business which may seem to the Company capable of being conveniently carried on in connection with any of the above-specified objects or calculated directly or indirectly to enhance the value of or render profitable any of the Company's property or rights.
- iii) To purchase or otherwise acquire and undertake all or any of the business, property and liabilities of any person or company carrying on or proposing to carry on any business which the Company is authorised to carry on or possessed of property suitable for the purposes of the Company or which can be carried on in conjunction therewith or which is capable of being conducted so as directly or indirectly to benefit the Company.
- iv) Generally to purchase, take on lease or in exchange, hire or otherwise acquire any real or personal property or any rights or privileges which the Company may think necessary or convenient with reference to any of these objects or capable of being profitably dealt with in connection with any of the Company's property or rights for the time being.
- v) To enter into partnership or into any arrangement for sharing profits, union of interests, co-operation, joint adventure, reciprocal, or otherwise with any person or company carrying on or engaged in or about to carry on or engage in any business or transactions which the Company is authorised to carry on or engage in or any business transaction capable of being conducted so as directly or indirectly to benefit the Company and to subscribe for, take or otherwise acquire shares or stock in or securities of and to subsidise or otherwise assist any such company and with or without guarantee to sell, hold, re-issue or otherwise deal with such shares, stocks or securities.
- vi) To build, construct, maintain, alter, enlarge, pull down, remove or replace any buildings, works, plant and machinery necessary or convenient for the business of the Company and to join with any person, firm or company in doing any of the things aforesaid.
- vii) To enter into any arrangements with any Government or Authorities supreme, municipal, local or otherwise and to obtain from any such Government or Authority all rights, concessions, authorisations and privileges that may seem conducive to the Company's objects or any of them.
- viii) To obtain the grant of, purchase or otherwise acquire any concessions, contracts, grants, trade marks, rights, patents, privileges, exclusive or

otherwise, authorities, monoploies, undertakings or businesses, or any right or option in relation thereto, and to perform and fulfil the terms and conditions thereof, and to carry the same into effect, operate thereunder, develop, grant licences thereunder, and turn to account, maintain or sell, dispose of, and deal with the same in such manner as the Directors may think expedient.

- ix) To pay out of capital and debit to capital account the interest on any debentures, or other obligations of the Company, and to charge the same to capital as part of the cost of construction of any works carried out by the Company.
- x) To apply for, promote and obtain any Act of Parliament, charter or order for enabling the Company to carry any of its objects into effect or for effecting any modification of the Company's constitution or for any other purpose which may seem expedient and to oppose any proceedings or applications which may seem calculated directly or indirectly to prejudice the Company.
- xi) To promote any company or companies for the purpose of acquiring all or any of the property rights and liabilities of the Company or for any other purpose which may seem directly or indirectly calculated to benefit this Company and to place or guarantee the placing of, underwrite, subscribe for or otherwise acquire all or any part of the shares, debentures or other securities of any such other Company.
- xii) To enter into any arrangements on contracts with any person, firm or company for carrying on the whole or any part of the business of the Company, and to fix and determine the remuneration, which may be way of money payment, allotment of shares (either fully or partly paid) or otherwise.
- xiii) To sell, exchange, lease, dispose of, turn to account or otherwise deal with the whole or any part of the undertaking of the Company for such consideration as may be considered expedient and in particular the shares, stock or securities of any other Company formed or to be formed.
- xiv) To pay for any rights or property required by the Company, and to remunerate any person, firm or company rendering services to the Company whether by cash payment or by the allotment of shares, debenture or other securities of the Company credited as paid up in full or in part or in any other manner whatsoever, and to pay all or any of the preliminary expenses of the Company and of any Company formed or promoted by the Company.

- xv) To invest the monies of the Company not immediately required for any other purpose of the Company by the purchase of the shares or securities of any company or by the purchase of any interest in land or buildings or in such other manner as shall from time to time be considered expedient.
- xvi) To guarantee the payment of any debentures, debenture stock, bonds, mortgages, charges, obligations, interest, dividends, securities, monies or shares or the performance of contracts or engagements of any other company or person and to give indemnities and guarantees of all kinds and to enter into partnership or any joint purse arrangement with any person, persons, firm or company having for its objects similar objects to those of this Company or any of them.
- xvii) To guarantee either by personal obligation or by mortgaging or charging all or any part of the undertaking, property and assets both present and future and uncalled capital of the Company, or by both such methods, the performance of any contract or obligation of any person, firm or company whatsoever.
- xviii) To draw, make, accept, endorse, discount, execute and issue bills of exchange, promissory notes, debentures, bills of lading, warrants and other negotiable or transferable instruments or securities.
- xix) To raise or borrow or secure the payment of money and to receive money on deposit or loan in such a manner and on such terms as may seem expedient and in particular by the issue of debentures or debenture stock whether perpetual or otherwise and whether charged upon the whole or any part of the property and rights of the Company both present and future including any uncalled capital or not so charged and to redeem, purchase or pay off any such securities.
- xx) To establish and maintain or procure the establishment and maintenance of any contributory or non-contributory pension or superannuation funds for the benefit of and give procure the giving of donations, gratuities, pensions, allowances or endowments to any persons who are or were at any time in the employment or service of the Company or of any company which is subsidiary of the Company or is allied to or associated with the Company or with any such subsidiary company or who are or were at any time Directors or officers of the Company or of any such other company as aforesaid and the wives, widows, families and dependants of any such persons and also establish and subsidise and subscribe to any institutions, associations, clubs or funds calculated to be for the benefit of or to advance the interests and well being of the Company

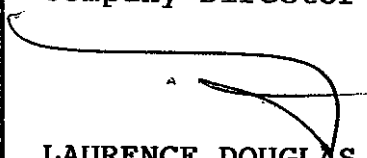

or of any such other company as aforesaid and make payments to or towards the insurance of any such person and do any of the matters aforesaid either alone or in conjunction with any such other company as aforesaid.

- xxi) To distribute among the members or any class or classes of members of the Company in specie any property of the Company.
- xxii) To procure the registration or incorporation of the Company in or under the laws of any place outside England.
- xxiii) To sell, exchange, let, develop, dispose of or otherwise deal with all or any part of the undertaking of the Company upon such terms and for such consideration as the Company may think fit and, in particular, for shares or debentures, debenture stock or other securities of any other company.
- xxiv) To do all or any of the above mentioned things in any part of the world and either as principals, agents, trustees or otherwise and either alone or in conjunction with others and either directly or by or through agents, sub-contractors or trustees.
- xxv) To do all such other things as are incidental or conducive to the attainment of the above mentioned objects.

And it is hereby declared that the objects set forth in each sub-clause of the Clause shall not be restrictively construed but the widest interpretation shall be given thereto, and they shall not, except where the context expressly so requires, be in any way limited or restricted by reference to or inference to the terms of any other sub-clause or by the name of the Company. None of such sub-clauses or the object or objects therein specified or the powers thereby conferred shall be deemed subsidiary or ancially to the objects or powers mentioned in any other sub-clause, but the Company shall have as full a power to exercise all or any of the objects conferred by and provided in each of the said sub-clauses as if each sub-clause contained the objects of a separate company.

- 4. The liability of the Members is limited.
- 5. The Authorised Share Capital of the Company is £ 1,000 divided into 1,000 Ordinary shares of £1 each.

WE, the several persons whose names, addresses and descriptions are subscribed are desirous of being formed into a company in pursuance of this Memorandum of Association, and we respectively agree to take the number of shares in the capital of the company set opposite our respective names.

| NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS | NUMBER OF SHARES TAKEN BY EACH SUBSCRIBER |
|--|---|
| <p>MICHAEL WILLIAM DOUGLAS Regent House, 316, Beulah Hill, London. SE19 3HF.</p> <p>Company Director</p>  | ONE |
| <p>LAURENCE DOUGLAS ADAMS Regent House, 316, Beulah Hill, London. SE19 3HF.</p> <p>Company Director</p>  | ONE |

Dated the 6th day of August 1997

WITNESS to the above signatures:

MATTHEW ADAMS
Regent House,
316, Beulah Hill,
London. SE19 3HF.



Company Formation Agent

THE COMPANIES ACT 1985-1989

PRIVATE COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

OF

DIGNITY GROUP LIMITED

1. PRELIMINARY

1.1 The regulations of the Company shall consist of:

1.1.1 The Articles below

1.1.2 And the regulations contained in Table A in the Companies (Tables A-F) Regulations 1985 as amended by the Companies (Table A-F) (Amendment) Regulations 1985 as varied and excluded by the articles below.

1.2 Terms defined in Table A shall have the same meaning in those articles.

1.3 The following regulations in Table A shall not apply to the Company: 24, 41, 64, 73 - 80 inclusive, 89, 94, 98 inclusive and 118.

2. ALLOTMENT OF SHARES

2.1 The Directors are generally and unconditionally authorised in accordance with Section 80 of the Act to exercise the power of the Company to allot shares in the Company up to the amount of the authorised share capital with which the Company is incorporated at any time or times during the period of 5 years from the date of incorporation.

2.2 The Directors may after the expiry of 5 years from the date of incorporation allot any shares in pursuance of an offer or agreement to do so made by the Company within that period.

2.3 Sections 89(1) and 90(1) to (6) inclusive of the Act shall not apply to the Company.

2.4 Shares which are not comprised in the authorised share capital with which the Company is incorporated and which the Directors propose to issue shall first be offered to the member in proportion as nearly as may be to the number of the existing shares held by them

unless the Company in general meeting shall by special resolution otherwise direct.

The offer shall be made by notice specifying the number of shares offered and stating a period (not less than 14 days) within which the offer may be accepted. After the expiration of that period shares not accepted shall secondly be offered in the above proportion to the members who have accepted all shares offered to them; the second offer shall be made by notice on the same terms and state a similar period for acceptance as the first offer.

Any shares not accepted pursuant to the first offer or second offer or not capable of being offered except by way of fractions and any shares exempted from the provisions of this article by special resolution shall be under the control of the Directors who may allot grant options over or otherwise dispose of them to any persons on any terms and in any manner as they think fit provided that shares not accepted pursuant to the first offer or second offer shall not be disposed on terms which are more favourable than the terms on which they were offered to members.

3. TRANSFER OF SHARES

- 3.1 The Directors may in their absolute discretion and without giving any reason refuse to register the transfer of a share whether or not it is a fully paid share.

4. PROCEEDINGS AT GENERAL MEETINGS

- 4.1 Regulation 40 in Table A shall be construed as if the words "when the meeting proceeds to business" were added at the end of the first sentence.
- 4.2 If a quorum is not present within half a hour from the time appointed for a general meeting the meeting will stand adjourned to the same day in the next week at the same time and place or such time and place as the Directors may determine and if at the adjourned meeting a quorum is not present within half a hour from the time appointed for the adjourned meeting it shall be dissolved.

5. DIRECTORS

- 5.1 A person may be appointed and remain as a director irrespective of his age.
- 5.2 The number of directors shall be determined by the Company in general meeting but unless and until so fixed the minimum number of directors shall be one and there shall be no maximum number.

- 5.3 A sole director shall have authority to exercise all the powers and discretions contained in Table A or these Articles expressed to be vested in the directors generally.
- 5.4 The Directors may appoint a person who is willing to act to be a Director either to fill a vacancy or as an additional Director provided that the appointment does not cause the number of Directors to exceed any number fixed in accordance with the Articles as the maximum number of Directors.
- 5.5 The Directors may from time to time fix a quorum necessary for the transaction of business at their meetings and unless so fixed a quorum shall be two except when there is one director only of the Company for the time being when the quorum shall be one.
- 5.6 The Directors may exercise the powers of the Company conferred by Regulation 87 of Table A to provide benefits for any director or member of his family.

6. THE SEAL

- 6.1 The Company shall not need a common seal for business conducted in England and Wales. A document signed by a director and the secretary or two directors and expressed to be executed by the Company shall have the same effect as if it were under the company seal.

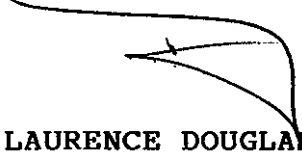
7. INDEMNITY

- 7.1 Subject to Section 310 of the Act every director or other officer or auditor of the Company shall be indemnified out of the assets of the Company against all costs charges expenses losses or liabilities which he may sustain or incur in or about the execution of the duties of his office or otherwise in relation to his office including any liability incurred by him in defending any proceedings whether civil or criminal in which judgment is given in his favour or in which he is acquitted or in connection with any application under the act in which relief is granted to him by the damage or misfortune which may happen to be incurred by the Company in the execution of the duties of his office or in relation to his office.

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

MICHAEL WILLIAM DOUGLAS
Regent House,
316, Beulah Hill,
London. SE19 3HF.

Company Director


LAURENCE DOUGLAS ADAMS
Regent House,
316, Beulah Hill,
London. SE19 3HF.

Company Director



Dated the 6th day of August 1997

WITNESS to the above signatures:

MATTHEW ADAMS
Regent House,
316, Beulah Hill,
London. SE19 3HF.



Company Formation Agent