

FILE COPY



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

Company No. 4108766

The Registrar of Companies for England and Wales hereby certifies that

PEPPERGROVE LIMITED

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

CATALYST HEALTHCARE (HEXHAM) HOLDINGS LIMITED

Given at Companies House, London, the 4th January 2001



C041087663

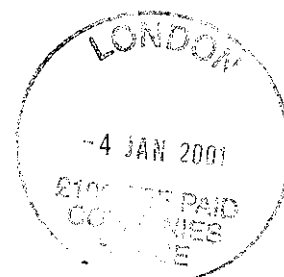
A handwritten signature in dark ink, likely of the Registrar of Companies.

For The Registrar Of Companies



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

SD CN.
4-1-01



Company No. 4108766

THE COMPANIES ACTS 1985 AND 1989

PRIVATE COMPANY LIMITED BY SHARES

RESOLUTION IN WRITING

of

PEPPERGROVE LIMITED

Clifford Chance Nominees Limited and Clifford Chance Secretaries Limited, being all the members of the Company who at the date of this resolution are entitled to attend and vote at a general meeting of the Company, RESOLVE, in accordance with section 381A of the Companies Act 1985, to pass the following as written resolutions:

1. THAT the Company's name be changed to CATALYST HEALTHCARE (HEXHAM) HOLDINGS LIMITED.
2. THAT the Company's authorised share capital be increased from £100 to £50,000 by the creation of 49,900 ordinary shares of £1 each ranking pari passu with the existing issued and to be issued ordinary shares in the capital of the Company.
3. THAT the directors be generally and unconditionally authorised, pursuant to section 80 of the Companies Act 1985 (the "Act"), to exercise all powers of the Company to allot relevant securities (within the meaning of that section) up to an aggregate nominal amount of £49,998 for a period expiring (unless previously renewed, varied or revoked by the Company in general meeting) five years from the date hereof but the Company may make an offer or agreement which would be or might require relevant securities to be allotted after expiry of this authority and the directors may allot relevant securities pursuant to that offer or agreement.
4. THAT the directors be generally empowered, pursuant to section 95 of the Act, to allot equity securities (within the meaning of section 94(2) of the Act) pursuant to the authority conferred by resolution 3 as if section 89(1) of the Act did not apply to the allotment. This power expires when the authority conferred by resolution 3 is revoked or would, if not renewed, expire, but the Company may make an offer or agreement which would or might require equity securities to be allotted after expiry of this power and the directors may allot equity securities in pursuance of that offer or agreement.

51 day £100
NIC.
C.H. ACC.

SIGNATURE:

Neil Harvey
Neil Harvey for and on behalf of Clifford Chance Nominees Limited

DATE:

3-1-01

SIGNATURE:

Neil Addison
Neil Addison for and on behalf of Clifford Chance Secretaries Limited

DATE:

3-1-01