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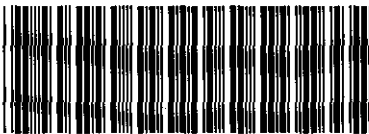
**CERTIFICATE OF INCORPORATION
OF A PRIVATE LIMITED COMPANY**

Company No. 5449001

The Registrar of Companies for England and Wales hereby certifies that
ACW CARE SERVICES 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 11th May 2005



N05449001A



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



Companies House
— for the record —



12

Please complete in typescript,
or in bold black capitals

CHFP001

Declaration on application for registration

Company Name in full

ACW CARL SERVICES LIMITED

I,

ELIZABETH PHILLIPS

of

6 MONTMORE AVENUE, LEAMINGTON SPA

† Please delete as appropriate

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

SA [Signature]

Declared at

AGS CONCORD HARNWICKSHIRE 8 CLEMENS STREET
LEAMINGTON SPA CV31 2OL

Day Month Year

on

20 04 2005

* Please print name.

before me*

DAVID MICHAEL WALL

Signed

[Signature]

Date

20 April 2005

† 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.

DAVID WALL OLLERONSHAW SOLICITOR

54 HOLLY WALK LEAMINGTON SPA

WARMS Tel (01926) 423153

DX number 11865 DX exchange



A23
COMPANIES HOUSE

0714
06/05/05

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

Companies House, Crown Way, Cardiff, CF14 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

Form revised June 1998

JFL0039 / Rev 5.3 10/99



10

Please complete in typescript,
or in bold black capitals.

CHFP001

Notes on completion appear on final page

First directors and secretary and intended situation of
registered office

Company Name in full

ACW CARE SERVICES LIMITED

Proposed Registered Office

(PO Box numbers only, are not acceptable)

8 Clemens Street

Post town

Leamington Spa

County / Region

Warwickshire

Postcode

CV32 4JQ

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.



Agent's Name

JORDANS LIMITED

XR0005

Address

21 ST THOMAS ST

BRISTOL BS1 6JS

Post town

County / Region

Postcode

Number of continuation sheets attached

You do not have to give any contact
information in the box opposite but if
you do, it will help Companies House
to contact you if there is a query on
the form. The contact information
that you give will be visible to
searchers of the public record.

A23
COMPANIES HOUSE

AYEYG516

0715
06/05/05

Form April 2002

CHAD 16/07/2002

JORDANS LIMITED

21 ST THOMAS ST

XR0005/CG

BRISTOL BS1 6JS

JORDANS LIMITED

Tel 0117 9181319

DX number

DX78161 BRISTOL

DX exchange

JORDANS LIMITED

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

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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)

* Voluntary details

† Tick this box if the address shown is a service address for the beneficiary of a Confidentiality Order granted under section 723B of the Companies Act 1985 otherwise, give your usual residential address. In the case of a corporation or Scottish firm, give the registered or principal office address

NAME *Style / Title

MRS

*Honours etc

Forename(s)

ELIZABETH

Surname

PHILLIPS

Previous forename(s)

Previous surname(s)

Address †

6 MONTROSE AVENUE

Post town

LEAMINGTON SPA

County / Region

WARWICKSHIRE

Postcode

CV32 7DT

Country

UK

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

Consent signature

Date

20/04/05

Directors (see notes 1-5)

Please list directors in alphabetical order

NAME *Style / Title

MRS

*Honours etc

Forename(s)

ANN

Surname

COLLSON

Previous forename(s)

Previous surname(s)

Address †

ROWANS

Post town

LEAMINGTON HASTINGS

County / Region

WARWICKSHIRE

Postcode

CV23 8DY

Country

UK

† Tick this box if the address shown is a service address for the beneficiary of a Confidentiality Order granted under section 723B of the Companies Act 1985 otherwise, give your usual residential address. In the case of a corporation or Scottish firm, give the registered or principal office address

Date of birth

Day Month Year

11 03 1935

Nationality

BRITISH

Business occupation

RETIRED

Other directorships

NONE

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

Consent signature

Date

20/04/05

Directors (see notes 1-5)

Please list directors in alphabetical order

| | | | | | |
|--|---|---|---------------------------------|---------------------------------------|---------------------------------------|
| NAME | *Style / Title | <input type="text" value="MR"/> | | *Honours etc | <input type="text"/> |
| | Forename(s) | <input type="text" value="CHRISTOPHER"/> | | | |
| | Surname | <input type="text" value="LONG - LEATHER"/> | | | |
| | Previous forename(s) | <input type="text"/> | | | |
| | Previous surname(s) | <input type="text"/> | | | |
| † Tick this box if the address shown is a service address for the beneficiary of a Confidentiality Order granted under section 723B of the Companies Act 1985 otherwise, give your usual residential address. In the case of a corporation or Scottish firm, give the registered or principal office address. | Address† | <input type="text" value="FAIRHAVEN"/> | | | |
| | <input type="checkbox"/> | <input type="text" value="5 THE BYRES"/> | | | |
| | Post town | <input type="text" value="TODENHAM"/> | | | |
| | County / Region | <input type="text" value="GLOUCESTERSHIRE"/> | Postcode | <input type="text" value="GL56 9NG"/> | |
| | Country | <input type="text"/> | | | |
| | Date of birth | Day | Month | Year | Nationality |
| | | <input type="text" value="24"/> | <input type="text" value="12"/> | <input type="text" value="1942"/> | <input type="text" value="BRITISH"/> |
| | Business occupation | <input type="text" value="CONSULTANT"/> | | | |
| | Other directorships | <input type="text" value="NONE"/> | | | |
| | | <input type="text"/> | | | |
| | I consent to act as director of the company named on page 1 | | | | |
| | Consent signature | <input type="text" value="C. Long. Leather"/> | | | Date |
| | | | | | <input type="text" value="20/04/05"/> |

**This section must be signed by
Either****an agent on behalf
of all subscribers****Signed****Date****Or the subscribers****(i.e. those who signed
as members on the
memorandum of
association).****Signed****Date****Signed****Date****Signed****Date****Signed****Date****Signed****Date****Signed****Date**

Please list directors in alphabetical order

MR

*Honours etc

RICHARD KETHN

DREW

Address[†]

11 WILLES TERRACE

1 FARMINGTON SPA

WARWICKSHIRE

Postcode

CV31 1 DL

Day Month Year

2.1.1.3.

2.1.1.3.

9.10

Nationality

BRITISH

RETIRED

Sydenham Neighbourhood Initiative &
CIVIC

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

Consent signature

Date _____

20/04/05

**an agent on behalf
of all subscribers**

Signed

PP JORDANS LIMITED

CGM Gillard

Date _____

20 April 2005

Signed

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

Signed

Date _____

Date _____

Date _____

Date _____

Date _____

Date _____

100/7

01026

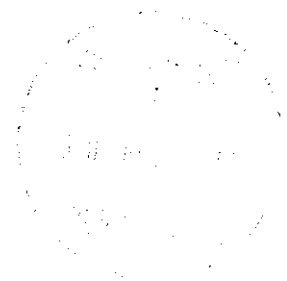
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The Companies Acts 1985 and 1989
Company Limited by Shares



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COMPANIES HOUSE 06/05/05

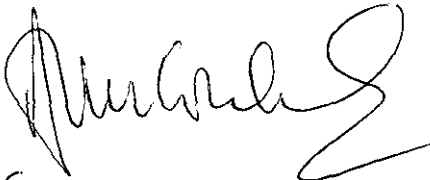
Memorandum of Association
of
ACW Care Services Limited

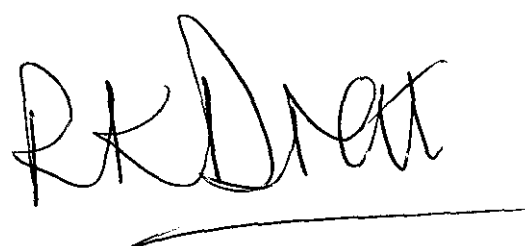


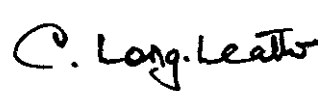
- 1 The name of the Company is ACW Care Services Limited.
- 2 The registered office of the Company shall be situate in England and Wales.
- 3 The object of the Company is to carry on business as a general commercial company -
and therefore in accordance with section 3A of the Companies Act 1985 the object of the Company is to carry on any trade or business whatsoever and the Company has power to do all things as are incidental or conducive to the carrying on of any trade or business by it PROVIDED THAT the Company shall carry on business primarily within the area of benefit of Age Concern Warwickshire.
In particular, but without prejudice to the generality of the above, the Company's objects include soliciting or otherwise procuring money or other property for the benefit of Age Concern Warwickshire and the Company shall have the power to donate proceeds from any of the aforementioned trades or businesses to charitable institutions of every and any description.
- 4 The liability of the members is limited.
- 5 The Company's share capital is £100 divided into 100 Ordinary Shares of £1 each.

We, the Subscribers to this Memorandum of Association, wish to be formed into a Company pursuant to this Memorandum.

Names and addresses of Subscribers


| | SHARES TAKEN |
|---|---|
| MRS ANN COLLSON Rowans Leamington Hastings RUGBY Warwickshire CV23 8DY |  1 share |

| | |
|---|---|
| MR RICHARD OWEN 11 Willes Terrace, Leamington Spa, Warwickshire, CV31 1DL |  1 share |
|---|---|

| | |
|--|--|
| MR CHRISTOPHER LONG - LEATHER Fartaxen 5 The Byres Todenham GL56 9NG |  1 share |
|--|--|

Dated 20/4/05

Witness to the above Signatures:-

 Mr Charles Edward Law
59 Holly Walk, Leamington Spa,
CV32 4JQ

The Companies Acts 1985 and 1989
Company Limited by Shares

Articles of Association
of
ACW Care Services Limited

Preliminary

- 1 (1) The regulations in Table A in the Companies (Tables A - F) Regulations 1985 (hereinafter called Table A) shall apply to the Company so far as the same are not excluded or varied hereby.
- (2) Regulations 8, 50, 73-77, 109 and 118 in Table A shall not apply to the Company.
- (3) Regulations 46, 66 and 79 in Table A shall be amended as hereafter specified.
- (4) References in Table A and in these Articles to "these Regulations" shall be construed as references to the regulations of the Company for the time being in force whether contained in Table A or in these Articles.

Private Company

- 2 The Company is a private company and accordingly the Company shall not:
 - (1) offer to the public (whether for cash or otherwise) any shares in or debentures of the Company; or
 - (2) allot or agree to allot (whether for cash or otherwise) any shares in or debentures of the Company with a view to all or any of those shares or debentures being offered for sale to the public.

Interpretation

3 In these Articles:

- (1) unless the context otherwise requires, "paid up" in relation to a share, means paid up or credited as paid up.
- (2) words or expressions the definitions of which are contained or referred to in the Companies Act 1985 shall be construed as having the meaning thereby attributed to them but excluding any statutory modification thereof not in force on the date of adoption of these Articles.
- (3) words importing the singular shall include the plural and vice versa, words importing the masculine shall include the feminine and neuter and vice versa, and words importing persons shall include bodies corporate, unincorporated associations and partnerships.
- (4) references to Articles are references to these Articles and references to paragraphs and sub-paragraphs are, unless otherwise stated, references to paragraphs of the Article or references to sub-paragraphs of the paragraph in which the reference appears.

Shares

- 4
- (1) Subject to Section 80 of the Act, all unissued shares shall be at the disposal of the directors who may allot, grant options over or otherwise dispose of them to such persons at such times and generally on such terms and conditions as they think proper PROVIDED THAT no shares shall be issued at a discount AND THAT no such allotment, granting of options or other disposal shall take place without the consent of all the members for the time being of the Company. Such consent may be given at any General Meeting or by written resolution in accordance with Regulation 53 of Table A.
 - (2) Section 89(1) and sub-sections (1) to (6) of Section 90 of the Act shall not apply to the Company.

Liens

- 5
- (1) The Company shall have a first and paramount lien on every Ordinary Share (whether or not it is a fully paid Ordinary Share) for all moneys (whether presently payable or not) called or payable at a fixed time in respect of that Ordinary Share and the Company shall also have a first and paramount lien on all Shares (whether fully paid or not) standing registered in the name of any person whether solely or as one of two or more joint holders for all moneys presently payable by him or his estate to the Company; but the Directors may at any time declare any Share to be wholly or in part exempt from the provisions of this Article. The Company's lien on an Ordinary Share shall extend to any dividend or other amount payable in respect of it.
 - (2) Regulation 8 of Table A shall not apply.

Transfer of Shares

- 6 No Share or beneficial interest in a Share in the Company shall be transferred without the consent of all the members for the time being of the Company. Such consent may be given at any General Meeting or by written resolution in accordance with Regulation 53 of Table A.

Proceedings at General Meetings

- 7 (1) At any General Meeting a poll may be demanded by any member present in person or by proxy and entitled to vote. Regulation 46 of Table A shall be modified accordingly.
- (2) The Chair of a General Meeting shall not be entitled to a second or casting vote. Regulation 50 of Table A shall not apply.
- (3) Any written resolution of the members may, in the case of a corporation, be signed on its behalf by a director or the secretary thereof or by its duly appointed attorney or duly authorised representative.

Votes of Members

- 8 (1) An instrument appointing a proxy may, in the case of a corporation, be signed on its behalf by a director or the secretary thereof or by its duly appointed attorney or duly authorised representative.
- (2) The instrument appointing a proxy to vote at a meeting shall be deemed also to confer authority to vote on a poll on the election of a Chair and on a motion to adjourn the meeting.

Alternate Directors

- 9 An alternate Director shall not be entitled as such to receive any remuneration from the Company, save that he may be paid by the Company such part (if any) of the remuneration otherwise payable to his appointor as such appointor may by notice in writing to the Company direct, and the first sentence of Regulation 66 of Table A shall be modified accordingly.

Appointment and Retirement of Directors

- 10 The Directors shall not be subject to retirement by rotation and accordingly Regulations 73 to 77, the second and third sentences of Regulation 79 and all other references in Table A to retirement by rotation shall be disregarded.

Removal of Directors

- 11 The office of a Director shall be vacated with immediate effect on receipt by the Secretary of written notice signed by all the members for the time being of the Company.

Borrowing Powers

- 12 The Directors may exercise all the powers of the Company to borrow money, and to mortgage or charge its undertaking, property and uncalled capital, or any part thereof, and subject as otherwise provided in these Articles to issue debentures, debenture stock and other securities whether outright or as security for any debt, liability or obligation of the Company or of any third party.

Accounts and Information

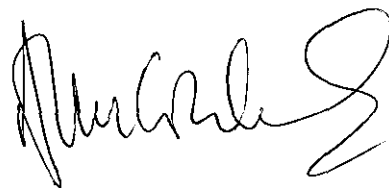
- 13 (1) Every member shall be entitled, either himself or through his agents duly authorised in writing, during the Company's normal hours of business to inspect and take copies of the books of account and all other records and documents of the Company and each of its subsidiaries on giving not less than 48 hours' written notice to the secretary (or, if there is none for the time being, the Chair). The Company shall give each such member all such facilities as he may reasonably require for such purposes including the use of copying facilities. The Company may make a reasonable charge for any copies taken but otherwise shall not charge for any facilities requested as aforesaid.
- (2) Regulation 109 of Table A shall not apply.

Indemnity and Insurance

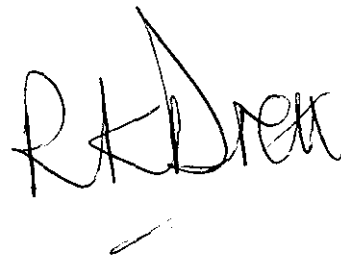
- 14 (1) Subject to the provisions of and so far as may be permitted by law, every director, auditor, secretary or other officer of the Company shall be entitled to be indemnified by the Company against all costs, charges, losses, expenses and liabilities incurred by him in the execution and discharge of his duties or in relation thereto including any liability incurred by him in defending any proceedings, civil or criminal, which relate to anything done or omitted by him as an officer or employee of the Company and in which judgment is given in his favour (or the proceedings are otherwise disposed of without any finding or admission of any material breach of duty on his part) or in which he is acquitted or in connection with any application under any statute for relief from liability in respect of any such act or omission in which relief is granted to him by the Court.
- (2) Regulation 118 of Table A shall not apply.
- (3) The Company may purchase and maintain for any officer or auditor of the Company insurance against any liability which by virtue of any rule of law would otherwise attach to him in respect of any negligence, default, breach of duty or breach of trust of which he may be guilty in relation to the Company.

Names and addresses of Subscribers

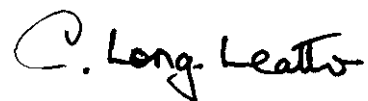
MRS ANN COLLSON
Rowans
Leamington Hastings
RUGBY
Warwickshire
CV23 8DY



MR RICHARD OWEN
11 Willes Terrace,
Leamington Spa,
Warwickshire
CV31 1DL




MR CHRISTOPHER LONG - LEATHER
Fairhaven
S The Byres
Todenham
Glos GL56 9NG



Dated 20/4/05

Witness to the above Signatures:-

 Mr Charles Edward Law

59 Holly Walk, Leamington Spa

CV32 4JQ