

Company number 06182061

**THE COMPANIES ACTS 1985 TO 2006
PRIVATE COMPANY LIMITED BY SHARES
MEMBER'S WRITTEN RESOLUTION**

**of
P1 FITZWILLIAM LIMITED
(the "Company")**

Date: *7th July* **2014 (the "Circulation Date")**

TUESDAY



A07 *A3G1B742* 09/09/2014 #289
COMPANIES HOUSE

In accordance with Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose the following resolutions which is proposed as special resolutions and as an ordinary resolution (the "**resolution**").

SPECIAL RESOLUTIONS

1. THAT the Articles of Association
 - (a) be amended by deleting all the provisions of the Company's memorandum of association which, by virtue of section 28 of the Companies Act 2006, are to be treated as provisions of the Company's articles of association, and
 - (b) attached to this member's written resolution be adopted as the articles of association of the Company in substitution for, and to the exclusion of, the existing articles of association
2. THAT the name of the Company be changed from P1 Fitzwilliam Limited to SIR Fitzwilliam Limited

ORDINARY RESOLUTION

3. THAT the directors shall have the power in accordance with section 550 Companies Act 2006, to allot shares in the Company or to grant rights to subscribe for or to convert any security into shares in the Company, such authority to replace all previous authorities conferred on the directors under section 80 Companies Act 1985 or section 551 Companies Act 2006

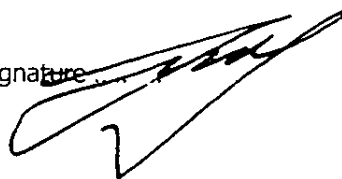
Please read the notes below before signifying your agreement to the resolutions

The undersigned, a person entitled to vote on the above resolutions on the Circulation Date, hereby irrevocably agrees to the resolutions

Signed by

SL GUNN

Signature



(print name of signatory)

for and on behalf of P1 Hospitals Propco
Limited

Date the Circulation Date

Notes

- 1 If you agree with the resolutions, please signify your agreement by signing and dating this document and returning it to the Company Secretary at Cavendish House, 18 Cavendish Square, W1G 0PJ within 28 days of the Circulation Date. If you would prefer to return this document electronically, please send a scanned copy of this document to sandy@prestbury.co.uk. Alternatively, send an email to the Company at sandy@prestbury.co.uk setting out your agreement to the resolutions. If you do not agree to the resolutions, you do not need to do anything. You will not be deemed to agree if you fail to reply.
- 2 Unless, within 28 days of the Circulation Date, sufficient agreement has been received for the resolutions to pass, it will lapse. If you agree to the resolutions, please ensure that your agreement reaches us before or during this date together with any power of authority under which it is signed or a duly certified copy thereof.
- 3 Your agreement to the resolutions, once signed and received by the Company, may not be revoked.
- 4 In the case of joint registered holders, only the vote of the person whose name appears first in the register of members will be counted.



FILE COPY

**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

Company Number 6182061

The Registrar of Companies for England and Wales hereby certifies that
under the Companies Act 2006:

P1 FITZWILLIAM LIMITED

a company incorporated as private limited by shares; having its registered
office situated in England and Wales; has changed its name to:

SIR FITZWILLIAM LIMITED

Given at Companies House on **11th September 2014**



Companies House



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES