



CERTIFICATE OF INCORPORATION ON CHANGE OF NAME

Company No. 6719704

The Registrar of Companies for England and Wales hereby certifies that
BARKING & HAVERING LOC

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

PRIMARY EYECARE (BARKING & HAVERING) LIMITED

Given at Companies House, Cardiff, the 20th October 2008



C06719704J



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



Companies House
— for the record —

101260/820

Company number 6719704

**THE COMPANIES ACTS 1985 to 2006
PRIVATE COMPANY LIMITED BY GUARANTEE AND NOT HAVING
A SHARE CAPITAL
WRITTEN RESOLUTIONS**

of

Barking & Havering LOC ("the Company")

16 October 2008

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose that

- resolutions 1 and 2 below are passed as ordinary resolutions ("**Ordinary Resolutions**"), and
- resolutions 3 and 4 below are passed as special resolutions ("**Special Resolutions**").

ORDINARY RESOLUTIONS

1. **THAT** Primary Eyecare Holdings Limited be appointed as a member of the Company.
2. **THAT**, having received a letter of resignation from LOC Central Support Unit in respect of its membership of the Company, LOC Central Support Unit's membership of the Company will terminate with effect from the date this resolution is passed.

SPECIAL RESOLUTIONS

3. **THAT** the name of the Company be changed to Primary Eyecare (Barking & Havering) Limited
4. **THAT** the draft regulations attached to this resolution be adopted as the memorandum and articles of association of the Company in substitution for, and to the exclusion of, the existing memorandum and articles of association



AGREEMENT

Please read the notes at the end of this document before signifying your agreement to the Ordinary Resolutions and Special Resolutions

The undersigned, being the sole person entitled to vote on the above resolutions on 16 October 2008, hereby irrevocably agrees to the Ordinary Resolutions and Special Resolutions

Signed by Stuart Alan Tinger
for and on behalf of
LOC Central Support Unit

Date


16 October 2008

NOTES

1. You can choose to agree to the all of the Ordinary Resolutions and Special Resolutions or none of them but you cannot agree to only some of the resolutions. If you agree to all of the resolutions, please indicate your agreement by signing and dating this document where indicated above and returning it to the Company using one of the following methods

- **By Hand** delivering the signed copy to Bracher Rawlins LLP, Sixth Floor, Fox Court, 14 Gray's Inn Road, London WC1X 8HN.
- **Post**: returning the signed copy by post to Bracher Rawlins LLP, Sixth Floor, Fox Court, 14 Gray's Inn Road, London WC1X 8HN.
- **Fax**: faxing the signed copy to 020 7404 9401 marked "For the attention of Emma Caldwell"
- **E-mail** by attaching a scanned copy of the signed document to an e-mail and sending it to emma.caldwell@bracherrawlins.co.uk. Please enter "Written resolutions dated 16 October 2008" in the e-mail subject box

If you do not agree to all of the resolutions, you do not need to do anything you will not be deemed to agree if you fail to reply

2. Once you have indicated your agreement to the resolutions, you may not revoke your agreement.

3. Unless, by 13 November 2008, sufficient agreement has been received for the resolutions to pass, they will lapse. If you agree to the resolutions, please ensure that your agreement reaches us before or during this date