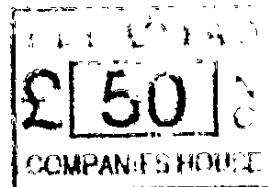


Company No. 62246



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THE COMPANIES ACTS 1985 and 1989  
Company Limited by Shares

ORDINARY AND SPECIAL RESOLUTIONS

of

BIOPLAN HOLDINGS PLC

(Passed the 16th day of January 1992)

At an Extraordinary General Meeting of the above-named Company duly convened and held on 16 January 1992 the following Resolutions were passed as to Resolution numbered 1 as an Ordinary Resolution and as to Resolutions numbered 2 and 3 as Special Resolutions:-

RESOLUTIONS

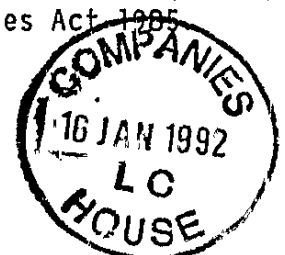
1. THAT:-

- (1) the acquisition of Hospital Corporation International, Ltd. ("HCI") on the terms and conditions referred to in the Circular to shareholders containing the Notice of this Meeting dated 24 December 1991 ("the Circular") or upon such varied terms and conditions which may be approved by the directors of the Company be approved;
- (2) subject to and conditional upon the agreement for the acquisition of HCI referred to in the Circular becoming unconditional in all respects other than as to the condition relating to the admission of the new Ordinary shares of the Company to The Official List of the London Stock Exchange:
  - (a) the authorised share capital of the Company be increased from £9,786,090 to £16,359,745 by the creation of 63,736,500 new Ordinary shares of 10p each; and
  - (b) the directors be and they are hereby authorised pursuant to Section 80 of the Companies Act 1985 to allot relevant securities (as defined in the said Section) up to an aggregate nominal amount equal to the authorised but unissued ordinary share capital provided that this authority shall expire 5 years from the date of the passing of this Resolution save that the Company may make an offer or agreement before the expiry of this authority which would or might require relevant securities to be allotted after such expiry and the directors may allot relevant securities pursuant thereto as if the authority conferred hereby had not expired, such authority to be in substitution for any existing authorities conferred on the directors pursuant to Section 80 of the Companies Act 1985

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1/16/92

1/16/92

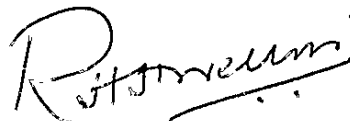


2. THAT, subject to Resolution 1(2) above becoming unconditional, the directors be and they are hereby generally empowered pursuant to Section 95 of the Companies Act 1985 to allot equity securities (as defined in Section 94(2) of the said Act) pursuant to the authority conferred by Resolution 1(2)(b) above as if Section 89(1) of the said Act did not apply to any such allotment, provided that this power shall be limited to:

- (a) the allotment of equity securities in connection with an issue in favour of ordinary shareholders where the equity securities respectively attributable to the interests of all such shareholders are proportionate (as nearly as may be practicable having regard to the interests of the Company as a whole) to the respective numbers of ordinary shares held by them on the record date for such allotment, but subject to such exclusions or other arrangements as the directors may deem necessary or expedient in relation to fractional entitlements or legal or practical problems under the laws of or the requirements of, any recognised regulatory body or any stock exchange, in any territory;
- (b) the allotment by no later than the earlier of 15 April 1993 and the conclusion of the next Annual General Meeting of the Company after the passing of this Resolution of further equity securities up to an aggregate nominal amount of £399,488; and
- (c) the allotment of Ordinary shares of 10p each in connection with or for the purposes of conversion or redemption of the 8% convertible cumulative redeemable preference shares of £1 each in the capital of the Company, or any of them.

Provided that the Company may make an offer or agreement before the expiry of this power which would or might require equity securities to be allotted otherwise than in accordance with Section 89 of the said Act and the directors may allot equity securities thereto as if the power conferred hereby had not expired.

3. THAT, subject to Resolution 1(2) above becoming unconditional the name of the Company be changed to "Hospital Corporation International Group PLC".



.....  
R.H.H NELLIST - CHAIRMAN

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**CERTIFICATE OF INCORPORATION  
ON CHANGE OF NAME**

Company No. 62246

The Registrar of Companies for England and Wales hereby certifies that

BIOPLAN HOLDINGS PLC

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

HOSPITAL CORPORATION INTERNATIONAL GROUP PLC

Given at Companies House, London, the 16th January 1992

C. O.   
C. O. FRIEND

For The Registrar Of Companies



COMPANIES HOUSE