

**FILE COPY**



**CERTIFICATE OF INCORPORATION  
ON CHANGE OF NAME**

Company No. 3353201

The Registrar of Companies for England and Wales hereby certifies that  
NOTTCOR 32

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

Total Renal Care (UK) Limited

Given at Companies House, London, the 19th September 1997



\*C03353201I\*

*L. Barnes*  
MRS. L. BARNES

For The Registrar Of Companies



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

Company No. 3353201



**The Companies Act 1985**  
**SPECIAL RESOLUTION**  
**passed as a**  
**WRITTEN RESOLUTION**  
**of**  
**NOTTCOR 32**

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Passed *19<sup>th</sup> September* 1997

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We the undersigned being or representing all the members of the Company for the time being entitled to receive notice of and attend and vote at a general meeting of the Company **HEREBY RESOLVE** as follows:-

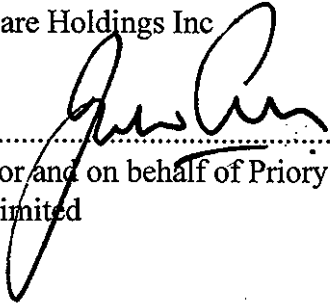
That:

- (1) the name of the Company be changed to "Total Renal Care (UK) Limited".
- (2) the Company be re-registered as a company limited by shares, with an authorised share capital of £1,857,765 divided into 1,857,765 ordinary shares of £1 each 910,305 of which are designated 'A' Shares and 947,460 of which are designated 'B' Shares;
- (3) the Company's Memorandum of Association be amended by:-
  - (a) the deletion from the heading of "UNLIMITED COMPANY HAVING A SHARE CAPITAL" and the substitution therefor of "PRIVATE COMPANY LIMITED BY SHARES"; and
  - (b) the addition of clauses 4 and 5so that the Memorandum shall be in the form attached to this resolution;
- (4) the Company's Articles of Association be amended by the adoption of the new Articles attached to this resolution, which shall replace the existing Articles of Association of the Company; and

NOTCOR\31857-1 9 September 1997

N/c £100 //  
cc 027861  
S/m

(5) this resolution take effect on the issue by the registrar of the appropriate certificate pursuant to section 52 of the Companies Act 1985.

<u>Name of Shareholder</u>	<u>Signature</u>	<u>Date and time of Signature</u>
Total Renal Care Holdings Inc	..... for and on behalf of Total Renal Care Holdings Inc	.....
Priory Hospitals Limited	 ..... For and on behalf of Priory Hospitals Limited	19 <sup>th</sup> September 1997 ..... at 10.20 am.