

FILE COPY



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

Company No. 4433255

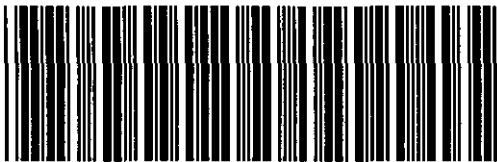
The Registrar of Companies for England and Wales hereby certifies that

PRIORY HEALTHCARE ACQUISITION CO LIMITED

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

PRIORY GROUP LIMITED

Given at Companies House, London, the 20th May 2003



C04433255J



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



Companies House

— for the record —

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PRIORY HEALTHCARE ACQUISITION CO LIMITED
(the "Company")

(Registered in England and Wales, Company number: 04433255)




WRITTEN RESOLUTION

We, the undersigned, being at the date hereof, the sole member of the Company and accordingly the only person entitled to receive notice of and to attend and vote at general meetings of the Company, hereby signify, pursuant to Section 381A of the Companies Act 1985, our assent to the passing of the Resolution set out below to the effect that such Resolution shall be deemed to be valid and effective as if the same had been passed as a Special Resolution at a general meeting of the Company duly convened and held:

1. **THAT** the name of the Company be changed to "Priory Group Limited".




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for and on behalf of

Priory Healthcare Finance Co Limited
(Company number 04433253)

Date: [13] May 2003

