

FILE COPY



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

Company No. 3558528

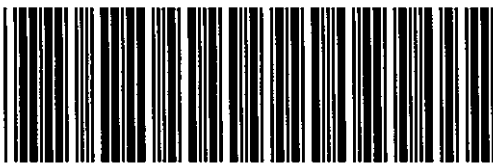
The Registrar of Companies for England and Wales hereby certifies that

NHP LIMITED

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

NURSING HOME PROPERTIES LIMITED

Given at Companies House, London, the 14th August 1998



C03558528D

S. Bashar.

MISS S. BASHAR

For The Registrar Of Companies



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

Company No: 3558528

NHP LIMITED



The Companies Act 1985

COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION

Passed 14 August 1998

WE, the undersigned, being all the Members of the above-named Company for the time being entitled to receive notice of and to attend and vote at General Meetings hereby UNANIMOUSLY RESOLVE as follows:

RESOLUTION

THAT the name of the Company be changed to "Nursing Home Properties Limited"

Craig
.....
CRAIG IAN HODGSON

M.D.
.....
MAUREEN POOLEY

N/C - K200-42
NW 047081
Stone