

FILE COPY



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

Company No. 196089

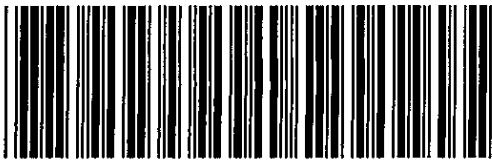
The Registrar of Companies for Scotland hereby certifies that

HEALTHCARE SCOTLAND LIMITED

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

AFFINITY HOSPITALS HOLDING LIMITED

Given at Companies House, Edinburgh, the 18th January 2005



CSC196089H



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES

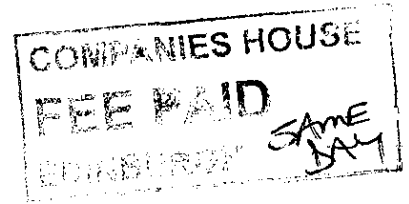


Companies House

— for the record —

SC02 7675

Company Number: SC 196089

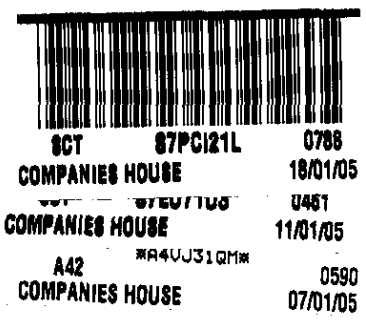


THE COMPANIES ACT 1985
(as amended by the Companies Act 1989)

COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION

OF



HEALTHCARE SCOTLAND LIMITED ("the Company")

We, being the sole member entitled to attend and vote at general meetings of the Company, hereby resolve and agree that the following Resolution (which would otherwise be required to be passed as a Special Resolution is hereby passed as a Written Resolution pursuant to Section 381A Companies Act 1985).

WRITTEN RESOLUTION

- 1 That the name of the Company be changed to Affinity Hospitals Holding Limited.

Signed: *J Phelan*

For and on behalf of INGLEBY (1620) Limited

Print Name: *J P WARD*

Date of signature: *24.12.04*