

FILE COPY



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

Company No. 3893502

The Registrar of Companies for England and Wales hereby certifies that
WESTMINSTER SPECIALIST HEALTH DIVISION LIMITED

having by special resolution changed its name, is now incorporated
under the name of
PRIORY SPECIALIST HEALTH DIVISION LIMITED

Given at Companies House, Cardiff, the 4th April 2002



C038935023



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



Companies House
— for the record —

HC006B

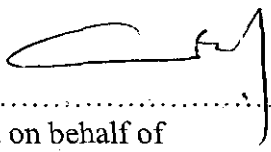
WESTMINSTER SPECIALIST HEALTH DIVISION LIMITED
(the Company)

RECORD OF DECISION OF SOLE MEMBER

In accordance with section 382B of the Companies Act 1985, **WE**, being the sole member of the Company who would have been entitled to vote upon the following resolution if it had been proposed at a general meeting of the Company at which we were present, notify you of our decision which shall be as valid and effectual as if it had been passed as a special resolution at a general meeting of the Company duly convened and held:

Special Resolution

THAT the Company's name be changed to Priory Specialist Health Division Limited.


.....

For and on behalf of
Westminster Health Care Holdings Limited

Date: 21 April 2002

