

G**Statutory Declaration of compliance
with requirements on application
for registration of a company**Please do not
write in
this margin

Pursuant to section 12(3) of the Companies Act 1985

To the Registrar of Companies

For official use

For official use

Please complete
legibly, preferably
in black type, or
bold block lettering

Name of company

* insert full
name of Company

*

CHERRY TREES (ROCKLEY DENE) LIMITEDI, DAVID STEWART HODGSON, signing on behalfof SWIFT INCORPORATIONS LIMITED2 BACHES STREETLONDON N1 6UB† delete as
appropriate

do solemnly and sincerely declare that I am a [~~Solicitor engaged in the formation of the~~
~~company~~]† [person named as director or secretary of the company in the statement delivered to
the registrar under section 10(2)† and that all the requirements of the above Act in respect of the
registration of the above company and of matters precedent and incidental to it have been
complied with,

And I make this solemn declaration conscientiously believing the same to be true and by virtue of
the provisions of the Statutory Declarations Act 1835

Declared at 11, SHIP STREETBRECON,POWYS

Declarant to sign below

Dated the 19th day of October, 1990.

before me

A Commissioner for Oaths or Notary Public or Justice of
the Peace or Solicitor having the powers conferred on a
Commissioner for Oaths.

Presenter's name, address and
reference (if any):

For official use

New Companies Section

Post room



COMPANIES FORM No. 10

**Statement of first directors
and secretary and intended
situation of registered office**

10

Please do not
write in
this margin

Pursuant to section 10 of the Companies Act 1985

To the Registrar of Companies

Please complete
legibly, preferably
in black type, or
bold block lettering

For official use

2569663.

Name of company

* Insert full name
of company

* CHERRY TREES (ROCKLEY DENE) LIMITED

The intended situation of the registered office of the company on incorporation is as stated below

ROCKLEY DENE, PARK ROAD	
WORSBROUGH, BARNLEY	
	Postcode

If the memorandum is delivered by an agent for the subscribers of the memorandum please mark 'X' in the box opposite and insert the agent's name and address below



	Postcode
--	----------

Number of continuation sheets attached (see note 1)

--

LF 4428

Presentor's name address and
reference (if any)

For official Use
General Section

Post room

the name(s) and particulars of the person who is, or the persons who are, to be the first director or directors of the company (note 2) are as follows:

Please do not write in this margin

Name (note 3) DAVID DUNWELL		Business occupation INSURANCE CONSULTANT	
Previous name(s) (note 3) NONE		Nationality BRITISH	
Address (note 4) 120 CHURCHFIELD LANE, KEXBOROUGH BARNSELY		Date of birth (where applicable) (note 6) 30/7/37	
Postcode			
Other directorships †			
ROCKLEY DENE LTD			
I consent to act as director of the company named on page 1			
Signature X David Dunwell		Date 19 OCT 1990	

† enter particulars of other directorships held or previously held (see note 5) if this space is insufficient use a continuation sheet

Name (note 3) DONALD I ACHLAN MACLEAN		Business occupation COMPANY DIRECTOR	
Previous name(s) (note 3) NONE		Nationality BRITISH	
Address (note 4) 92 BENICE LANE, DARTON, BARNSELY		Date of birth (where applicable) (note 6) 21/10/46	
Postcode			
Other directorships †			
ROCKLEY DENE LTD			
I consent to act as director of the company named on page 1			
Signature X [Signature]		Date 19 OCT 1990	

Name (note 3)		Business occupation	
Previous name(s) (note 3)		Nationality	
Address (note 4)		Date of birth (where applicable) (note 6)	
Postcode			
Other directorships †			
I consent to act as director of the company named on page 1			
Signature		Date	

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write in
this margin

Please complete
legibly, preferably
in black type, or
bold black lettering

.. The name(s) and particulars of the person who is, or the persons who are, to be the first secretary, or joint secretaries, of the company are as follows:

Name (notes 3 & 7)		MRS. IRENE DUNMELL
Previous name(s) (note 3)		NONE
Address (notes 4 & 7)		92 BENCE LANE, DARTON, BARNSELEY.
		Postcode
I consent to act as secretary of the company named on page 1		
Signature <i>x Irene Dunmell</i>		Date 19 OCT 1990

Name (notes 3 & 7)		SWIFT INCORPORATIONS LIMITED	
Previous name(s) (note 3)			
Address (notes 4 & 7)		2 BACHES STREET	
		LONDON	
		Postcode	N1 6UB
I consent to act as secretary of the company named on page 1			
Signature <i>[Signature]</i>		(Authorised Signatory)	Date 19 OCT 1990

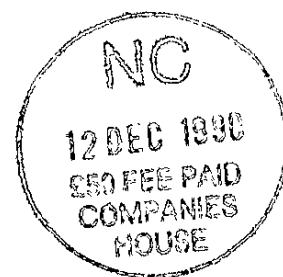
Delete if the form is
signed by the
subscribers

Signature of agent on behalf of subscribers <i>T. Lawrence</i>		Date 19 OCT 1990
--	--	------------------

Delete if the form is
signed by an agent on
behalf of the
subscribers.

All the subscribers
must sign either
personally or by a
person or persons
authorised to sign
for them.

Signed	Date
Signed	Date
Signed	Date
Signed	Date
Signed	Date
Signed	Date



PRIVATE COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION OF

CHERRY TREES (ROCKLEY DENE) LIMITED

1. The Company's name is "CHERRY TREES (ROCKLEY DENE) LIMITED".
2. The Company's registered office is to be situated in England & Wales.
3. The Company's objects are :-

(a) To own, operate, manage, maintain, furnish and fit up with all necessary conveniences, furniture, instruments and equipment a rest home, hostel, residential accommodation, private hospital or nursing home with all suitable accommodation and ancillary requirements for the welfare treatment and care of the occupants and/or patients; to provide facilities for medical and nursing attendance, food, medicine, and appliances of a surgical or medical character necessary or suitable for the proper treatment of such occupants or patients, together with as far as possible the comforts and conveniences of a private home; and to provide and supply all such necessities, provisions, and clothing as may be required; and to carry on all or any of the businesses of proprietors, operators, lessors and lessees of hotels, motels, boarding houses, restaurants, cafes, mobile and fixed canteens, snack and coffee bars, shops and kiosks, licensed victuallers, caterers, catering and refreshment contractors; and to buy, sell, manufacture, and deal in all articles, goods, wares, materials, substances and things usually dealt in by persons carrying on the above-mentioned businesses or any of them or likely to be required in connection with any of the said businesses.

(b) To carry on any other trade or business whatever which can in the opinion of the Board of Directors be advantageously carried on in connection with or ancillary to any of the businesses of the Company.

(c) To purchase or by any other means acquire and take options over any property whatever, and any rights or privileges of any kind over or in respect of any property.

(d) To apply for, register, purchase, or by other means acquire and protect, prolong and renew, whether in the United Kingdom or elsewhere any patents, patent rights, brevets d'invention, licences, secret processes, trade marks, designs, protections and concessions and to disclaim, alter, modify, use and turn to account and to manufacture under or grant licences or privileges in respect of the same, and to expend money in experimenting upon, testing and improving any patents, inventions or rights which the Company may acquire or propose to acquire.

(e) To acquire or undertake the whole or any part of the business, goodwill, and assets of any person, firm, or company carrying on or proposing to carry on any of the businesses which the Company is authorised to carry on and as part of the consideration for such acquisition to undertake all or any of the liabilities of such person, firm or company, or to acquire an interest in, amalgamate with, or enter into partnership or into any arrangement for sharing profits, or for co-operation, or for mutual assistance with any such person, firm or company, or for subsidising or otherwise assisting any such person, firm or company, and to give or accept, by way of consideration for any of the acts or things aforesaid or property acquired, any shares, debentures, debenture stock or securities that may be agreed upon, and to hold and retain, or sell, mortgage and deal with any shares, debentures, debenture stock or securities so received.

(f) To improve, manage, construct, repair, develop, exchange, let on lease or otherwise, mortgage, charge, sell, dispose of, turn to account, grant licences, options, rights and privileges in respect of, or otherwise deal with all or any part of the property and rights of the Company.

(g) To invest and deal with the moneys of the Company not immediately required in such manner as may from time to time be determined and to hold or otherwise deal with any investments made.

(h) To lend and advance money or give credit on any terms and with or without security to any person, firm or company (including without prejudice to the generality of the foregoing any holding company, subsidiary or fellow subsidiary of, or any other company associated in any way with, the Company), to enter into guarantees, contracts of indemnity and suretyships of all kinds, to receive money on deposit or loan upon any terms, and to secure or guarantee in any manner and upon any terms the payment of any sum of money or the performance of any obligation by any person, firm or company (including without prejudice to the generality of the foregoing any such holding company, subsidiary, fellow subsidiary or associated company as aforesaid).

(i) To borrow and raise money in any manner and to secure the repayment of any money borrowed, raised or owing by mortgage, charge, standard security, lien or other security upon the whole or any part of the Company's property or assets (whether present or future), including its uncalled capital, and also by a similar mortgage, charge, standard security, lien or security to secure and guarantee the performance by the Company of any obligation or liability it may undertake or which may become binding on it.

(j) To draw, make, accept, endorse, discount, negotiate, execute and issue cheques, bills of exchange, promissory notes, bills of lading, warrants, debentures, and other negotiable or transferable instruments.

(k) To apply for, promote, and obtain any Act of Parliament, order, or licence of the Department of Trade or other authority for enabling the Company to carry any of its objects into effect, or for effecting any modification of the Company's constitution, or for any other purpose which may seem calculated directly or indirectly to promote the Company's interests, and to oppose any proceedings or applications which may seem calculated directly or indirectly to prejudice the Company's interests.

(l) To enter into any arrangements with any government or authority (supreme, municipal, local, or otherwise) that may seem conducive to the attainment of the Company's objects or any of them, and to obtain from any such government or authority any charters, decrees, rights, privileges or concessions which the Company may think desirable and to carry out, exercise, and comply with any such charters, decrees, rights, privileges, and concessions.

(m) To subscribe for, take, purchase, or otherwise acquire, hold, sell, deal with and dispose of, place and underwrite shares, stocks, debentures, debenture stocks, bonds, obligations or securities issued or guaranteed by any other company constituted or carrying on business in any part of the world, and debentures, debenture stocks, bonds, obligations or securities issued or guaranteed by any government or authority, municipal, local or otherwise, in any part of the world.

(n) To control, manage, finance, subsidise, co-ordinate or otherwise assist any company or companies in which the Company has a direct or indirect financial interest, to provide secretarial, administrative, technical, commercial and other services and facilities of all kinds for any such company or companies and to make payments by way of subvention or otherwise and any other arrangements which may seem desirable with respect to any business or operations of or generally with respect to any such company or companies.

(o) To promote any other company for the purpose of acquiring the whole or any part of the business or property or undertaking or any of the liabilities of the Company, or of undertaking any business or operations which may appear likely to assist or benefit the Company or to enhance the value of any property or business of the Company, and to place or guarantee the placing of, underwrite, subscribe for, or otherwise acquire all or any part of the shares or securities of any such company as aforesaid.

(p) To sell or otherwise dispose of the whole or any part of the business or property of the Company, either together or in portions, for such consideration as the Company may think fit, and in particular for shares, debentures, or securities of any company purchasing the same.

(q) To act as agents or brokers and as trustees for any person, firm or company, and to undertake and perform sub-contracts.

(r) To remunerate any person, firm or company rendering services to the Company either by cash payment or by the allotment to him or them of shares or other securities of the Company credited as paid up in full or in part or otherwise as may be thought expedient.

(s) To pay all or any expenses incurred in connection with the promotion, formation and incorporation of the Company, or to contract with any person, firm or company to pay the same, and to pay commissions to brokers and others for underwriting, placing, selling, or guaranteeing the subscription of any shares or other securities of the Company.

(t) To support and subscribe to any charitable or public object and to support and subscribe to any institution, society, or club which may be for the benefit of the Company or its Directors or employees, or may be connected with any town or place where the Company carries on business; to give or award pensions, annuities, gratuities, and superannuation or other allowances or benefits or charitable aid and generally to provide advantages, facilities and services for any persons who are or have been Directors of, or who are or have been employed by, or who are serving or have served the Company, or any company which is a subsidiary of the Company or the holding company of the Company or a fellow subsidiary of the Company or the predecessors in business of the Company or of any such subsidiary, holding or fellow subsidiary company and to the wives, widows, children and other relatives and dependants of such persons; to make payments towards insurance, and to set up, establish, support and maintain superannuation and other funds or schemes (whether contributory or non-contributory) for the benefit of any of such persons and of their wives, widows, children and other relatives and dependants; and to set up, establish, support and maintain profit sharing or share purchase schemes for the benefit of any of the employees of the Company or of any such subsidiary, holding or fellow subsidiary company and to lend money to any such employees or to trustees on their behalf to enable any such purchase schemes to be established or maintained.

(u) Subject to and in accordance with a due compliance with the provisions of Sections 155 to 158 (inclusive) of the Act (if and so far as such provisions shall be applicable), to give, whether directly or indirectly, any kind of financial assistance (as defined in Section 152(1)(a) of the Act) for any such purpose as is specified in Section 151(1) and/or Section 151(2) of the Act.

(v) To distribute among the Members of the Company in kind any property of the Company of whatever nature.

(w) To procure the Company to be registered or recognised in any part of the world.

(x) To do all or any of the things or matters aforesaid in any part of the world and either as principals, agents, contractors or otherwise, and by or through agents, brokers, sub-contractors or otherwise and either alone or in conjunction with others.

(y) To do all such other things as may be deemed incidental or conducive to the attainment of the Company's objects or any of them.

AND so that:-

(1) None of the objects set forth in any sub-clause of this Clause shall be restrictively construed but the widest interpretation shall be given to each such object, and none of such objects shall, except where the context expressly so requires, be in any way limited or restricted by reference to or inference from any other object or objects set forth in such sub-clause, or by reference to or inference from the terms of any other sub-clause of this Clause, or by reference to or inference from the name of the Company.

(2) None of the sub-clauses of this Clause and none of the objects therein specified shall be deemed subsidiary or ancillary to any of the objects specified in any other such sub-clause, and the Company shall have as full a power to exercise each and every one of the objects specified in each sub-clause of this Clause as though each such sub-clause contained the objects of a separate Company.

(3) The word "Company" in this Clause, except where used in reference to the Company, shall be deemed to include any partnership or other body of persons, whether incorporated or unincorporated and whether domiciled in the United Kingdom or elsewhere.

(4) In this Clause the expression "the Act" means the Companies Act 1985, but so that any reference in this Clause to any provision of the Act shall be deemed to include a reference to any statutory modification or re-enactment of that provision for the time being in force.

4 The liability of the Members is limited

5. The Company's share capital is £100 divided into 100 shares of £1 each.

We, the subscribers to this Memorandum of Association, wish to be formed into a Company pursuant to this Memorandum; and we agree to take the number of shares shown opposite our respective names.

Names and Addresses of Subscribers		Number of shares taken by each Subscriber
1.	For and on behalf of Instant Companies Limited 2 Baches Street London N1 6UB	- One
2.	For and on behalf of Swift Incorporations Limited 2 Baches Street London N1 6UB	- One
0 Total shares taken		- Two

Dated the 19th day of October, 1990.

Witness to the above signatures, Terry Jayne
2 Baches Street
London N1 6UB

THE COMPANIES ACTS 1985 to 1989

PRIVATE COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION OF

CHERRY TREES (ROCKLEY DENE) LIMITED

PRELIMINARY

1. (a) The Regulations contained in Table A in the Schedule to the Companies (Tables A to F) Regulations 1985 (SI 1985 No. 805) as amended by the Companies (Tables A to F) (Amendment) Regulations 1985 (SI 1985 No. 1052) (such Table being hereinafter called "Table A") shall apply to the Company save in so far as they are excluded or varied hereby and such Regulations (save as so excluded or varied) and the Articles hereinafter contained shall be the regulations of the Company

(b) In these Articles the expression "the Act" means the Companies Act 1985, but so that any reference in these Articles to any provision of the Act shall be deemed to include a reference to any statutory modification or re-enactment of that provision for the time being in force.

ALLOTMENT OF SHARES

2. (a) Shares which are comprised in the authorised share capital with which the Company is incorporated shall be under the control of the Directors who may (subject to Section 80 of the Act and to paragraph (d) below) allot, grant options over or otherwise dispose of the same, to such persons, on such terms and in such manner as they think fit

(b) All shares which are not comprised in the authorised share capital with which the Company is incorporated and which the Directors propose to issue shall first be offered to the Members in proportion as nearly as may be to the number of the existing shares held by them respectively unless the Company in General Meeting shall by Special Resolution otherwise direct. The offer shall be made by notice specifying the number of shares offered and limiting a period (not being less than fourteen days) within which the offer, if not accepted, will be deemed to be declined. After the expiration of that period, those shares so deemed to be declined shall be offered in the proportion aforesaid to the persons who have, within the said period, accepted all the shares offered to them.

such further offer shall be made in like terms in the same manner and limited by a like period as the original offer. Any shares not accepted pursuant to such offer or further offer as aforesaid or not capable of being offered as aforesaid except by way of fractions and any shares released from the provisions of this Article by any such Special Resolution as aforesaid shall be under the control of the Directors, who may allot, grant options over or otherwise dispose of the same to such persons, on such terms, and in such manner as they think fit, provided that, in the case of shares not accepted as aforesaid, such shares shall not be disposed of on terms which are more favourable to the subscribers therefor than the terms on which they were offered to the Members. The foregoing provisions of this paragraph (b) shall have effect subject to Section 80 of the Act.

(c) In accordance with Section 91(1) of the Act Sections 89(1) and 90(1) to (6) (inclusive) of the Act shall not apply to the Company.

(d) The Directors are generally and unconditionally authorised for the purposes of Section 80 of the Act, to exercise any power of the Company to allot and grant rights to subscribe for or convert securities into shares of the Company up to the amount of the authorised share capital with which the Company is incorporated at any time or times during the period of five years from the date of incorporation and the Directors may, after that period, allot any shares or grant any such rights under this authority in pursuance of an offer or agreement so to do made by the Company within that period. The authority hereby given may at any time (subject to the said Section 80) be renewed, revoked or varied by Ordinary Resolution of the Company in General Meeting.

SHARES

3. The lien conferred by Clause 8 in Table A shall attach also to fully paid-up shares, and the Company shall also have a first and paramount lien on all shares, whether fully paid or not, standing registered in the name of any person indebted or under liability to the Company, whether he shall be the sole registered holder thereof or shall be one of two or more joint holders, for all moneys presently payable by him or his estate to the Company. Clause 8 in Table A shall be modified accordingly.

4. The liability of any Member in default in respect of a call shall be increased by the addition at the end of the first sentence of Clause 18 in Table A of the words "and all expenses that may have been incurred by the Company by reason of such non-payment".

GENERAL MEETINGS AND RESOLUTIONS

5. Every notice convening a General Meeting shall comply with the provisions of Section 372(3) of the Act as to giving information to Members in regard to their right to appoint proxies; and notices of and other communications relating to any General Meeting which any Member is entitled to receive shall be sent to the Directors and to the Auditors for the time being of the Company.

6. (a) If a quorum is not present within half an hour from the time appointed for a General Meeting the General Meeting shall stand adjourned to the same day in the next week at the same time and place or to such other day and at such other time and place as the Directors may determine; and if at the adjourned General Meeting a quorum is not present within half an hour from the time appointed therefor such adjourned General Meeting shall be dissolved.

(b) Clause 41 in Table A shall not apply to the Company.

APPOINTMENT OF DIRECTORS

7. (a) Clause 64 in Table A shall not apply to the Company.

(b) The maximum number and minimum number respectively of the Directors may be determined from time to time by Ordinary Resolution in General Meeting of the Company. Subject to and in default of any such determination there shall be no maximum number of Directors and the minimum number of Directors shall be one. Whensoever the minimum number of Directors shall be one, a sole Director shall have authority to exercise all the powers and discretions by Table A and by these Articles expressed to be vested in the Directors generally, and Clause 89 in Table A shall be modified accordingly.

(c) The Directors shall not be required to retire by rotation and Clauses 73 to 80 (inclusive) in Table A shall not apply to the Company.

(d) No person shall be appointed a Director at any General Meeting unless either:-

(i) he is recommended by the Directors, or

(ii) not less than fourteen nor more than thirty-five clear days before the date appointed for the General Meeting, notice signed by a Member qualified to vote at the General Meeting has been given to the Company of the intention to propose that person for appointment, together with notice signed by that person of his willingness to be appointed.

(e) Subject to paragraph (d) above, the Company may by Ordinary Resolution in General Meeting appoint any person who is willing to act to be a Director, either to fill a vacancy or as an additional Director.

(f) The Directors may appoint a person who is willing to act to be a Director, either to fill a vacancy or as an additional Director, provided that the appointment does not cause the number of Directors to exceed any number determined in accordance with paragraph (b) above as the maximum number of Directors and for the time being in force.

BORROWING POWERS

8. The Directors may exercise all the powers of the Company to borrow money without limit as to amount and upon such terms and in such manner as they think fit, and subject (in the case of any security convertible into shares) to Section 80 of the Act to grant any mortgage, charge or standard security over its undertaking, property and uncalled capital, or any part thereof, and to issue debentures, debenture stock, and other securities whether outright or as security for any debt, liability or obligation of the Company or of any third party.

ALTERNATE DIRECTORS

9. (a) An alternate Director shall not be entitled as such to receive any remuneration from the Company, save that he may be paid by the Company such part (if any) of the remuneration otherwise payable to his appointor as such appointor may by notice in writing to the Company from time to time direct, and the first sentence of Clause 66 in Table A shall be modified accordingly.

(b) A Director, or any such other person as is mentioned in Clause 65 in Table A, may act as an alternate Director to represent more than one Director, and an alternate Director shall be entitled at any meeting of the Directors or of any committee of the Directors to one vote for every Director whom he represents in addition to his own vote (if any) as a Director, but he shall count as only one for the purpose of determining whether a quorum is present.

GRATUITIES AND PENSIONS

10. (a) The Directors may exercise the powers of the Company conferred by Clause 3(t) of the Memorandum of Association of the Company and shall be entitled to retain any benefits received by them or any of them by reason of the exercise of any such powers.

(b) Clause 87 in Table A shall not apply to the Company.

PROCEEDINGS OF DIRECTORS

11. (a) A Director may vote, at any meeting of the Directors or of any committee of the Directors, on any resolution, notwithstanding that it in any way concerns or relates to a matter in which he has, directly or indirectly, any kind of interest whatsoever, and if he shall vote on any such resolution as aforesaid his vote shall be counted; and in relation to any such resolution as aforesaid he shall (whether or not he shall vote on the same) be taken into account in calculating the quorum present at the meeting.

(b) Clauses 94 to 97 (inclusive) in Table A shall not apply to the Company.

THE SEAL

12. (a) If the Company has a seal it shall only be used with the authority of the Directors or of a committee of Directors. The Directors may determine who shall sign any instrument to which the seal is affixed and unless otherwise so determined it shall be signed by a Director and by the Secretary or second Director. The obligation under Clause 6 of Table A relating to the sealing of share certificates shall apply only if the Company has a seal. Clause 101 of Table A shall not apply to the Company.

(b) The Company may exercise the powers conferred by Section 39 of the Act with regard to having an official seal for use abroad, and such powers shall be vested in the Directors.

INDEMNITY

13. (a) Every Director or other officer or Auditor of the Company shall be indemnified out of the assets of the Company against all losses or liabilities which he may sustain or incur in or about the execution of the duties of his office or otherwise in relation thereto, including any liability incurred by him in defending any proceedings, whether civil or criminal, in which judgment is given in his favour or in which he is acquitted or in connection with any application under Section 144 or Section 727 of the Act in which relief is granted to him by the Court, and no Director or other officer shall be liable for any loss, damage or misfortune which may happen to or be incurred by the Company in the execution of the duties of his office or in relation thereto. But this Article shall only have effect in so far as its provisions are not avoided by Section 310 of the Act.

(b) The Directors shall have power to purchase and maintain for any Director, officer or Auditor of the Company insurance against any such liability as is referred to in Section 310(1) of the Act from and after the bringing in to force of Section 137 of the Companies Act 1989.

(c) Clause 118 in Table A shall not apply to the Company.

TRANSFER OF SHARES

14. The Directors may in their absolute discretion and without assigning any reason therefore, decline to register the transfer of a share, whether or not it is a fully paid share, and the first sentence of Clause 24 in Table A shall not apply to the Company.

Names and Addresses of Subscribers

1. For and on behalf of
Instant Companies Limited
2 Baches Street
London N1 6UB



2. For and on behalf of
Swift Incorporations Limited
2 Baches Street
London N1 6UB



Dated this 19th day of October, 1990.

Witness to the above signatures, Terry Jayne
2 Baches Street
London N1 6UB





CERTIFICATE OF INCORPORATION OF A PRIVATE LIMITED COMPANY

No. 2569663

I hereby certify that

CHERRY TREES (ROCKLEY DENE) LIMITED

is this day incorporated under the Companies Act 1985 as
a private company and that the Company is limited.

Given under my hand at the Companies Registration Office,
Cardiff the 19 DECEMBER 1990

A. M. Evans.
A. M. EVANG

an authorised officer

G

COMPANIES FORM No. 224

224

Notice of accounting reference date (to be delivered within 9 months of incorporation)

Please do not
write in
this margin

Pursuant to section 224 of the Companies Act 1985

Please complete
legibly, preferably
in black type, or
bold block lettering

To the Registrar of Companies

For official use

Company number

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2569663

Name of company

* CHERRY TREES (ROCKLEY DENE) LTD

* Insert full name
of company

gives notice that the date on which the company's accounting reference period is to be treated as coming to an end in each successive year is as shown below*

Important
The accounting
reference date to
be entered along-
side should be
completed as in the
following examples:

Day Month

3	1	1	0
---	---	---	---

5 April
Day Month

0	5	0	4
---	---	---	---

30 June
Day Month

3	0	0	6
---	---	---	---

31 December
Day Month

3	1	1	2
---	---	---	---

* Delete as
appropriate

Signed

K. J. J. J. J.

[Director] [Secretary] † Date 14/8/91

Presenter's name address and
reference (if any):

For official Use
General Section

27 AUG 1991

HOUSE

Post room

Number of } 2569663
Company }

The Companies Act 1985

COMPANY LIMITED BY SHARES

Special Resolution

(Pursuant to s. 378 (2) of the Companies Act 1985)

OF

CHERRY TREES (ROCKLEY DENE) LIMITED

Passed 24 MARCH, 1992

AT an EXTRAORDINARY GENERAL MEETING of the above-named Company, duly convened, and held at

on the 24th day of MARCH, 1992, the subjoined SPECIAL RESOLUTION duly passed, viz.:—

RESOLUTION

That the company's name be changed to "Cherry Tree Homes Limited"

Signature ... *David J. Russell*

To be signed by
the Chairman, a
Director or the
Secretary of the
Company
APR 1992

NOTE.—To be filed within 15 days after the passing of the Resolution(s).

[P.T.O.]

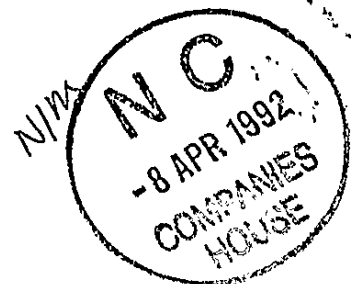
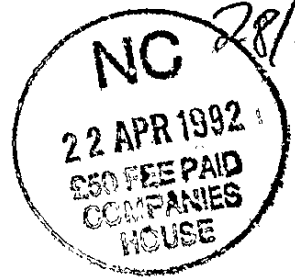


The Solicitors' Law Stationery Society Ltd., Oyez House, 27 Crimscoth Street, London SE1 5TS.

Companies 7

1990 Edition
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FILE COPY



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

No. 2569663

I hereby certify that

CHERRY TREES (ROCKLEY DENE) LIMITED

having by special resolution changed its name,

is now incorporated under the name of

CHERRY TREE HOMES LIMITED

Given under my hand at the Companies Registration Office,
Cardiff the 28 APRIL 1992

P. Bevan
P. BEVAN

an authorised officer

G**Notice of increase
in nominal capital****123**Please do not
write in
this margin

Pursuant to section 123 of the Companies Act 1985

Please complete
legibly, preferably
in black type, or
bold block lettering

To the Registrar of Companies

For official use

Company number

--	--	--	--

2569663

Name of company

CHERRY TREE HOMES LIMITED

* Insert full name
of companygives notice in accordance with section 123 of the above Act that by resolution of the company
dated 24 MARCH 1993 the nominal capital of the company has beenincreased by £ 1,490,088 beyond the registered capital of £ 100.‡ the copy must be
printed or in some
other form approved
by the registrar

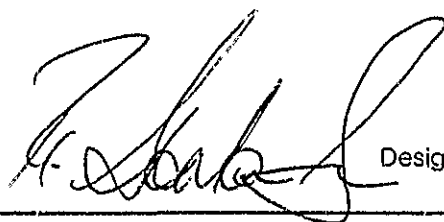
A copy of the resolution authorising the increase is attached.‡

The conditions (eg. voting rights, dividend rights, winding-up rights etc.) subject to which the new
shares have been or are to be issued are as follows:

To have the same rights and to be subject to the
same restrictions as the existing issued Ordinary
Shares

Please tick here if
continued overleaf☐‡ Insert
Director,
Secretary,
Administrator,
Administrative
Receiver or
Receiver
(Scotland) as
appropriate

Signed



Designation ‡ DIRECTOR

Date

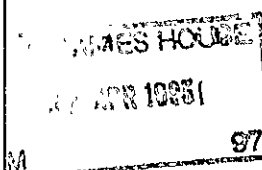
5/4/93

Presenter's name, address and
reference (if any):FRERE CHOLMELEY
4 JOHN CARPENTER STREET
LONDON EC4Y 0NH

REF: JHC/BM/JF

For official use
General Section

Post room



Company No. 2569663

THE COMPANIES ACTS 1985 TO 1989
COMPANY LIMITED BY SHARES
SPECIAL RESOLUTIONS

- of -

CHERRY TREE HOMES LIMITED

("the Company")

At an Extraordinary General Meeting of the above named Company duly convened and held on 24th March 1993 the following Resolutions were passed as Ordinary and Special Resolutions respectively:-

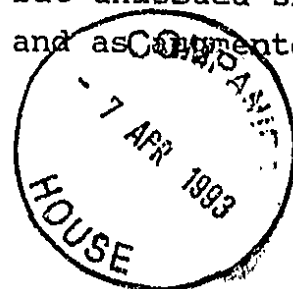
ORDINARY RESOLUTION

1. That the Share Capital of the Company be increased from 100 divided into 100 Ordinary Shares of £1 each to £1,490,188 by the creation of 1,490,088 new Ordinary Shares of £1 each having the same rights and being subject to the same restrictions as the existing issued Ordinary Shares and as set forth in the Articles of Association of the Company ("the Articles").

SPECIAL RESOLUTION

2.

2.1 Pursuant to Section 80 of the Companies Act 1985 and Article 2(a) of the Articles but subject nevertheless to Article 2(d) thereof, the Directors are generally authorised to allot relevant securities (within the meaning of the said Section 80) up to a maximum aggregate nominal amount equal to the authorised but unissued share capital of the Company at today's date and as ~~Commented~~ by resolution (1) above and so that:-



- 2.1.1 the authority hereby conferred shall expire on the fifth anniversary of the date of this Resolution unless previously revoked or varied by the Company in General Meeting;
- 2.1.2 pursuant to such authority the Company may make an offer or an agreement before the expiry of the period referred to in paragraph 2.1.1 above which would or might require relevant securities to be allotted after such expiry; and
- 2.1.3 the Directors shall have a general power, pursuant to the said authority, to allot 1,490,088 Ordinary Shares for cash or its equivalent at not less than par and in accordance with the Articles and as if Section 89 of the Companies Act 1985 shall not apply to any such allotment.

.....
Director

G

COMPANIES FORM No. 225(1)

Notice of new accounting reference date given during the course of an accounting reference period

225(1)

Please do not write in this margin.

Pursuant to section 225(1) of the Companies Act 1985 as inserted by section 3 of the Companies Act 1989

Please complete legibly, preferably in black type, or bold block lettering.

1. To the Registrar of Companies
(Address overleaf—Note 6)

Company number

2569663

Name of company

* CHERRY TREE HOMES LIMITED

*Insert full name of company.

Note
Details of day and month in 2, 3 and 4 should be the same.

Please read notes 1 to 5 overleaf before completing this form.

†Delete as appropriate.

2. Gives notice that the company's new accounting reference date on which the current accounting reference period and each subsequent accounting reference period of the company is to be treated as coming, or as having come, to an end is

Day Month

3	1	1	2
---	---	---	---

3. The current accounting reference period of the company is to be treated as [shortened] [extended]† and ~~is to be treated as having come to an end~~ [will come to an end]† on

Day Month Year

3	1	1	2	1	9	9	3
---	---	---	---	---	---	---	---

4. If this notice states that the current accounting reference period of the company is to be extended, and reliance is being placed on the exception in paragraph (a) in the second part of section 225(4) of the Companies Act 1985, the following statement should be completed:

The company is a [subsidiary] ~~[parent]~~† undertaking of INTERNATIONAL CARE SERVICES LIMITED

, company number 1938282

the accounting reference date of which is 31/12

5. If this notice is being given by a company which is subject to an administration order and this notice states that the current accounting reference period of the company is to be extended AND it is to be extended beyond 18 months OR reliance is not being placed on the second part of section 225(4) of the Companies Act 1985, the following statement should be completed:

An administration order was made in relation to the company on _____ and it is still in force.

6. Signed

Designation DIRECTOR

Date 5/4/93

Presenter's name, address, telephone number and reference (if any):
FREIRE HOLMELEY
4 JOHN CARPENTER STREET
LONDON EC4Y 0NH

REF: JHC/BM/JF

For official use
D.E.B.

Post room

ST. PATRICK'S HOUSE
07 APR 1993
M 97

†Insert Director, Secretary, Receiver, Administrator, Administrative Receiver or Receiver (Scotland) as appropriate.

G

COMPANIES FORM No. 155(6)a

**Declaration in relation to
assistance for the acquisition
of shares.**

155(6)a

Please do not
write in this
margin

Pursuant to section 155(6) of the Companies Act 1985

Please complete
legibly, preferably
in black type, or
bold black lettering

To the Registrar of Companies

For official use

Company number

[] [] [] []
[] [] [] []

2569663

Name of company

* CHERRY TREE HOMES LIMITED

Note
Please read the notes
on page 3 before
completing this form

*Insert full name
of company

/Vest GORDON SPEAR of Ashlyns Hall, Berkhamsted, Hertfordshire

†Insert name(s) and
address(es) of all
the directors

§Delete as
appropriate

[the sole director] ~~[all the directors]~~ of the above company do solemnly and sincerely declare that:

The business of the company is:

‡Delete whichever
is inappropriate

~~[a] that of a [recognised bank] (licensed institution) within the meaning of the Banking Act 1979†~~

~~[b] that of a person authorised under section 3 or 4 of the Insurance Companies Act 1982 to carry on
insurance business in the United Kingdom†~~

(c) something other than the above†

The company is proposing to give financial assistance in connection with the acquisition of shares in the
[company] ~~[company's holding company]~~

The assistance is for the purpose of [that acquisition] ~~[reducing or discharging a liability incurred for the
purpose of that acquisition].§~~

The number and class of the shares acquired or to be acquired is:

1,490,090 Ordinary Shares of £1 each

Presentor's name, address and
reference (if any):

FRERE CHOLMELEY
4 JOHN CARPENTER STREET
LONDON EC4Y 0NH

Ref: JHC/BM/JF

For official use

General Section

Post room

CLERK'S HOUSE

10 FEB 1985

97

The assistance is to be given to: (note 2) INTERNATIONAL CARE SERVICES LIMITED
ASHLYNS HALL, BERKHAMSTED, HERTFORDSHIRE

Please do not
write in
this margin

Please complete
legibly, preferably
in black type, or
bold block lettering

The assistance will take the form of:

The execution by the Company of a cross guarantee debenture and a legal charge in favour of the Bank of Scotland to guarantee and secure all the liabilities of International Care Services Limited, North Wales Medical Centre (Llandudno) Limited, North Wales Medical Centre (Retirement Housing) Management Company Limited and Nursing Home Estates Limited, to the Bank of Scotland where such liabilities shall partly have been incurred to finance the acquisition of the shares by International Care Services Limited.

The person who [has acquired] [~~will acquire~~]* the shares is:
INTERNATIONAL CARE SERVICES LIMITED

*Delete as
appropriate

The principal terms on which the assistance will be given are:

The execution of the guarantee, debenture and legal charge as mentioned above in favour of the Bank of Scotland guaranteeing and securing all monies due from the companies mentioned above to the Bank of Scotland.

The amount of cash to be transferred to the person assisted is £ N/A

The value of any asset to be transferred to the person assisted is £ N/A

The date on which the assistance is to be given is 24th March 1993

I/We have formed the opinion, as regards the company's initial situation immediately following the date on which the assistance is proposed to be given, that there will be no ground on which it could then be found to be unable to pay its debts. (note 3)

Please complete legibly, preferably in black type, or bold block lettering

1Delete either (a) or
(b) as appropriate

(a) If we have formed the corporation that the company will be able to pay its debts as they fall due during the year immediately following that date (to page 3)

(b) [It is intended to commence the winding-up of the company within 12 months of that date, and I/we have formed the opinion that the company will be able to pay its debts in full within 12 months of the commencement of the winding-up.]† (note 3)

And I/we make this solemn declaration conscientiously believing the same to be true and by virtue of the provisions of the Statutory Declarations Act 1835.

Declared at 4 John Carpenter Street

the 29th day of March

One thousand nine hundred and ninety three

before me Chapman C. PAPANICOLAOU

~~A Commissioner for Oaths or Notary Public or Justice of the Peace or a Solicitor having the powers conferred on a Commissioner for Oaths.~~

Declarants to sign below

Theresa

NOTES

- 1 For the meaning of "a person incurring a liability" and "reducing or discharging a liability" see section 152(3) of the Companies Act 1985.
- 2 Insert full name(s) and address(es) of the person(s) to whom assistance is to be given; if a recipient is a company the registered office address should be shown.
- 3 Contingent and prospective liabilities of the company are to be taken into account—see section 156(3) of the Companies Act 1985.
- 4 The auditors report required by section 156(4) of the Companies Act 1985 must be annexed to this form.



The Solicitors' Law Stationery Society plc, Paulton House, 8 Shepherdess Walk, London N1 7LB

1985 Edition
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Companies G155(6)(a)

*



Peat Marwick

Aquila Court
31 Fishpool Street
St Albans
Hertfordshire
AL3 4RF

Telephone 0727 843000
Telefax 0727 841005
DX 6132 St Albans

Private & confidential
The Director
Cherry Trees Homes Limited
Ashlyns Hall
BERKHAMSTED
HERTS
HP4 2ST

Our ref dfm/sal

24 March 1993

Dear Sir

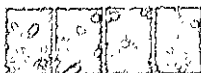
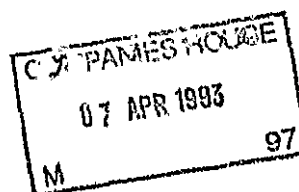
Auditors' report to the director of Cherry Trees Homes Limited pursuant to Section 156(4) of the Companies Act 1985

We have examined the attached statutory declaration of the director dated 24 March 1993 in connection with the proposal that the company should give financial assistance for the purchase of the company's entire ordinary share capital. We have enquired into the state of the company's affairs so far as necessary for us to review the basis for the statutory declaration.

We are not aware of anything to indicate that the opinion expressed by the director in his declaration as to any of the matters in Section 156(2) of the Companies Act 1985 is unreasonable in all the circumstances.

Yours faithfully

KPMG Peat Marwick



Member firm of
Klynoid Peat Marwick Goordeler

Registered to carry on audit work and authorised to carry on investment business by
the Institute of Chartered Accountants in England and Wales

The address for the purposes of Section 4, Business Names Act 1985 is 1 Pudding Lane,
Blackfriars, London EC4V 3PD at which a list of partners' names is available for inspection

Company No. 2569663

THE COMPANIES ACTS 1985 TO 1989
COMPANY LIMITED BY SHARES
SPECIAL RESOLUTIONS

- of -

CHERRY TREE HOMES LIMITED

("the Company")

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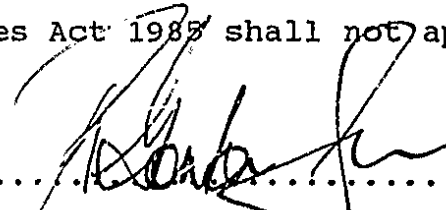
SPECIAL RESOLUTION

2.

2.1 Pursuant to Section 80 of the Companies Act 1985 and Article 2(a) of the Articles but subject nevertheless to Article 2(d) thereof, the Directors are generally authorised to allot relevant securities (within the meaning of the said Section 80) up to a maximum aggregate nominal amount equal to the authorised but unissued share capital of the Company at today's date and as augmented by resolution (1) above and so that:-



- 2.1.1 the authority hereby conferred shall expire on the fifth anniversary of the date of this Resolution unless previously revoked or varied by the Company in General Meeting;
- 2.1.2 pursuant to such authority the Company may make an offer or an agreement before the expiry of the period referred to in paragraph 2.1.1 above which would or might require relevant securities to be allotted after such expiry; and
- 2.1.3 the Directors shall have a general power, pursuant to the said authority, to allot 1,490,088 Ordinary Shares for cash or its equivalent at not less than par and in accordance with the Articles and as if Section 89 of the Companies Act 1985 shall not apply to any such allotment.

.....
Director

Company No. 2569663

THE COMPANIES ACTS 1985 TO 1989
COMPANY LIMITED BY SHARES
SPECIAL RESOLUTION

- of -

CHERRY TREE HOMES LIMITED

("the Company")

At an Extraordinary General Meeting of the above named Company duly convened and held on 24th March 1993 the following Resolution was passed as a Special Resolution:-

SPECIAL RESOLUTION

That the execution of a cross guarantee, a debenture and a legal charge in favour of the Bank of Scotland by the Company be and is hereby approved and that insofar as and to the extent that the same shall constitute the giving of financial assistance for the acquisition of the Company's shares by any person under such arrangements the giving of such financial assistance be and is hereby approved in accordance with section 155(4) of the Companies Act 1985.

.....
Director

