



**AMENDED AND RESTATED BYLAWS
OF
PRIMARY HEALTH, INC.**

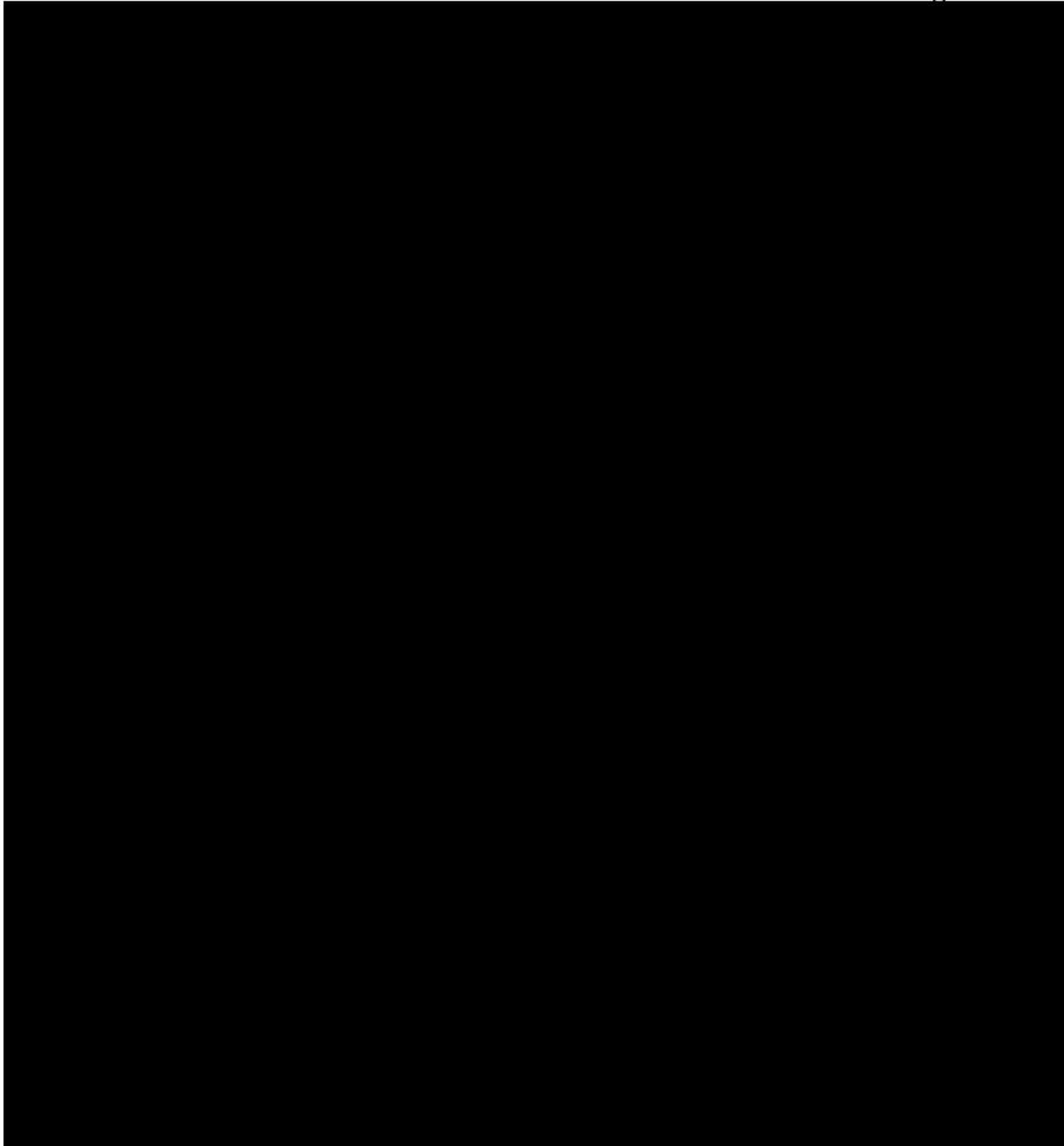
HAWLEY TROXELL ENNIS & HAWLEY LLP

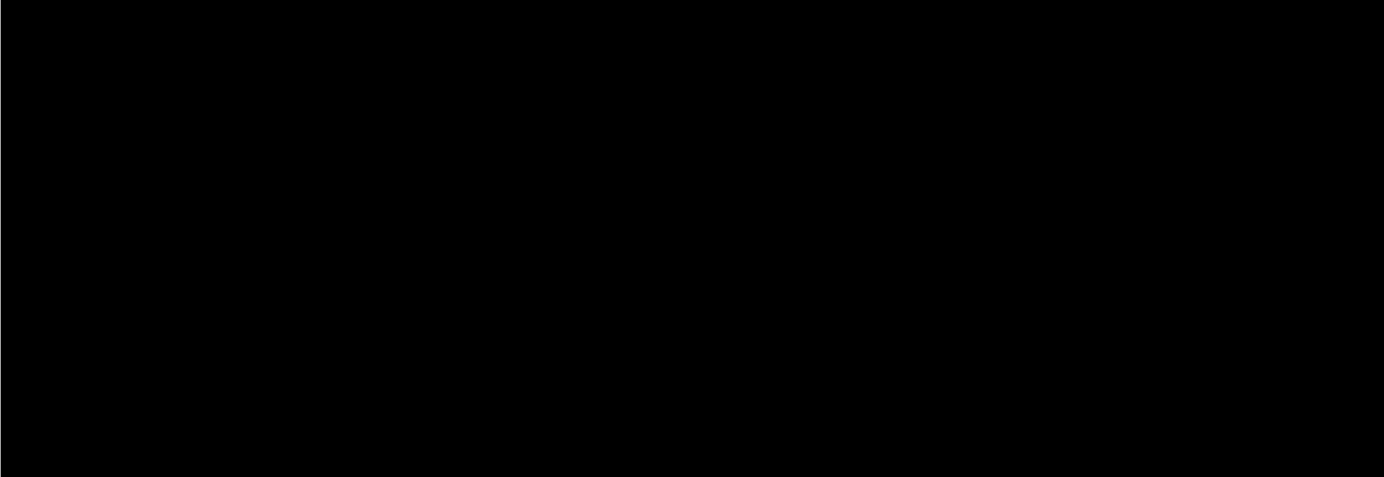
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