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**FILED**  
Secretary of State  
State of California

*1 pc*  
**MAR 26 2014**

**ARTICLES OF INCORPORATION**

**OF**

**PLUSHCARE OF CALIFORNIA, INC., a professional corporation**

I.

The name of the Corporation is PlushCare of California, Inc., a professional corporation.

II.

The purpose of the Corporation is to engage in the profession of medicine and any other lawful activities (other than the banking or trust company business) not prohibited to a corporation engaging in such profession by applicable laws and regulations. This corporation is a professional corporation within the meaning of California Corporations Code (the "Code") section 13400 et seq.

III.

The name and address in the State of California of this Corporation's initial agent for service of process is:

Ryan McQuaid  
520 Townsend Street  
San Francisco, CA 94103

IV.

The mailing and street address of the Corporation is:

520 Townsend Street,  
San Francisco, CA 94103

V.

The Corporation is authorized to issue only one (1) class of shares of stock which shall be designated Common Stock. The authorized number of shares of Common Stock is one thousand (1,000).

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VI.

The liability of Directors of the Corporation for monetary damages shall be eliminated to the fullest extent permissible under California law.

VII.

The Corporation is authorized to provide indemnification of agents (as defined in Section 317 of the Code) for breach of duty to the Corporation and its Shareholders as set forth in the Corporation's Bylaws or through agreements with agents, or otherwise, in excess of the indemnification otherwise permitted by Section 317 of the Code, subject to the limits on such excess indemnification as set forth in Section 204 of the Code.

DATE: March 26, 2014



Paul W. Pitts, Esq.  
Sole Incorporator