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RESTATED CERTIFICATE OF INCORPORATION

OF

UNIVERSAL HEALTH SERVICES, INC.

JUN 20 1983

*3 P.M.*  
*Steven C. Keaton*  
SECRETARY OF STATE

UNIVERSAL HEALTH SERVICES, INC., a corporation incorporated under the General Corporation Law of Delaware (the "Company"), hereby amends and restates its Certificate of Incorporation, which was originally filed by the Secretary of State on January 8, 1979, amended and restated by a Restated Certificate of Incorporation filed March 28, 1979, further amended by Certificates of Amendment filed August 2, 1979, September 28, 1979, April 22, 1980, August 20, 1980 and May 11, 1981, restated by a Restated Certificate of Incorporation filed June 8, 1981 and amended and restated by a Restated Certificate of Incorporation filed July 16, 1981, so that the same shall read, in its entirety, as follows:

FIRST: The name of the Company is Universal Health Services, Inc.

SECOND: The address of its registered office in the State of Delaware is No. 100 West Tenth Street, in the City of Wilmington, County of New Castle. The name of its registered agent at such address is The Corporation Trust Company.

THIRD: The purpose of the Company is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of Delaware.

FOURTH: The total number of shares of all classes of stock which the Company has authority to issue is 62,000,000 shares, consisting of 12,000,000 shares of Class A Common Stock, par value \$.01 per share (the "Class A Common Stock"), and 50,000,000 shares of Class B Common Stock, par value \$.01 per share (the "Class B Common Stock"). As used in this Restated Certificate of Incorporation, the term 'Common Stock' means collectively the Class A Common Stock and the Class B Common Stock.

The following is a statement of the designations and the powers, preferences and rights, and the qualifications, limitations or restrictions thereof, in respect of each class of stock of the Company:

Except as otherwise expressly provided herein, all shares of Class A Common Stock and Class B Common Stock will

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be identical and will entitle the holders thereof to the same rights and privileges.

Part 1. Dividends.

When and as dividends or distributions are declared thereon, whether payable in cash, in property or in securities of the Company, or in subscription or other rights to acquire securities of the Company, the holders of Class A Common Stock and the holders of Class B Common Stock will be entitled to share equally, share for share, in such dividends or distributions; provided that if dividends or distributions are declared which are payable in shares of, or in subscription or other rights to acquire shares of, Class A Common Stock or Class B Common Stock, dividends or distributions will be declared which are payable at the same rate on both classes of Common Stock, and the dividends or distributions payable in shares of, or in subscription or other rights to acquire shares of, Class A Common Stock will be payable to holders of that class of stock and the dividends or distributions payable in shares of, or in subscription or other rights to acquire shares of, Class B Common Stock will be payable to holders of that class of stock.

Part 2. Conversions.

(i) Subject to and upon compliance with the provisions of this part 2, each record holder of Class A Common Stock will be entitled at any time and from time to time to convert any or all of the shares of Class A Common Stock held by such holder into the same number of shares of Class B Common Stock.

(ii) Each conversion of shares of Class A Common Stock into Class B Common Stock will be effected by (and the Company will be obligated to issue such Class B Common Stock upon) the surrender of the certificate or certificates representing such shares of Class A Common Stock to be converted at the principal office of the Company (or such other office or agency of the Company as the Company may designate by notice in writing to the holders of Class A Common Stock) at any time during its usual business hours, together with written notice by the holder of such Class A Common Stock stating that such holder desires to convert the shares, or a stated number of the shares of Class A Common Stock, represented by such certificate or certificates into Class B Common Stock. Such notice will also state the name or names (with addresses) and denominations in which the certificate or certificates for Class B Common Stock are to be issued and will include instructions for delivery thereof.

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Promptly after such surrender and the receipt of such written notice, the Company will issue and deliver in accordance with such instructions the certificate or certificates for the Class B Common Stock issuable under such conversion, and the Company will deliver to the converting holder a certificate representing any shares of Class A Common Stock which were represented by the certificate or certificates surrendered to the Company in connection with such conversion but which were not converted. Such conversion to the extent permitted by law will be deemed to have been effected as of the close of business on the date on which such certificate or certificates have been surrendered and such notice has been received, and at such time the rights of the holder of such Class A Common Stock (or specified portion thereof) as such holder will cease and the Person or Persons in whose name or names the certificate or certificates for shares of Class B Common Stock are to be issued upon such conversion will be deemed to have become the holder or holders of record of the shares of Class B Common Stock represented thereby.

(iii) If the Company in any manner subdivides (by stock split or otherwise) or combines (by reverse stock split or otherwise) the outstanding shares of one class of Common Stock, the outstanding shares of the other class of Common Stock will be proportionately subdivided or combined.

(iv) The Company will at all times reserve and keep available out of its authorized but unissued shares of Class B Common Stock or its treasury shares, solely for the purpose of issuance upon the conversion of Class A Common Stock as provided in this part 2, such number of shares of Class B Common Stock as are then issuable upon the conversion of all then outstanding shares of Class A Common Stock. The Company covenants that all shares of Class B Common Stock which are issuable upon conversion will, when issued, be duly and validly issued, fully paid and non-assessable and free from all taxes, liens and charges. The Company will take all such action as may be necessary to assure that all such shares of Class B Common Stock may be so issued without violation of any law or regulation applicable to the Company or any requirements of any domestic securities exchange upon which shares of Class B Common Stock may be listed.

(v) If any shares of Class B Common Stock required to be reserved for purposes of conversions hereunder require registration with or approval of any governmental authority under any federal or state law (other than any registration under the Securities Act of 1933, as then in effect, or any similar federal statute then in force, or

any state securities law, required by reason of any transfer involved in such conversion), or listing on any domestic securities exchange, before such shares may be issued upon conversion, the Company will, at its expense and as expeditiously as possible, use its best efforts to cause such shares to be duly registered or approved for listing or listed on such domestic securities exchange, as the case may be.

(vi) The issuance of certificates for shares of Class B Common Stock upon conversion of shares of Class A Common Stock will be made without charge to the holders of such shares of Class A Common Stock for any issuance tax in respect thereof, or other cost incurred by the Company in connection with such conversion and the related issuance of shares of Class B Common Stock; provided that the Company will not be required to pay any tax which may be payable in respect of any transfer involved in the issuance and delivery of any certificate in a name other than that of the holder of the Class A Common Stock converted.

(vii) As used in this part 2, the term "Person" means an individual, a partnership, a corporation, a trust, a joint venture, an unincorporated organization or a government or any department or agency thereof.

#### Part 3. Registration of Transfer.

The Company will keep at its principal office (or such other place as the Company reasonably designates) a register for the registration of shares of Common Stock. Upon the surrender of any certificate representing shares of any class of Common Stock at such place, the Company will, at the request of the record holder of such certificate, execute and deliver (at the Company's expense) a new certificate or certificates in exchange therefor representing in the aggregate the number of shares of such class represented by the surrendered certificate (and the Company forthwith will cancel such surrendered certificate). Each such new certificate will be registered in such name and will represent such number of shares of such class as is requested by the holder of the surrendered certificate and will be substantially identical in form to the surrendered certificate.

#### Part 4. Replacement.

(i) Upon receipt of evidence reasonably satisfactory to the Company (an affidavit of the registered holder, without bond, will be satisfactory) of the ownership and the loss, theft, destruction or mutilation of any

certificate evidencing one or more shares of any class of Common Stock and, in the case of any such loss, theft or destruction, upon receipt of indemnity reasonably satisfactory to the Company (provided that if the holder is a financial institution, with net assets in excess of \$5 million, its own agreement of indemnity will be satisfactory), or, in the case of any such mutilation, upon surrender of such certificate, the Company will (at its expense) execute and deliver in lieu of such certificate a new certificate of like kind representing the number of shares of such class represented by such lost, stolen, destroyed or mutilated certificate and dated the date of such lost, stolen, destroyed or mutilated certificate.

(ii) The term "outstanding" when used in this Article FOURTH with reference to the shares of any class of Common Stock as of any particular time will not include any such shares represented by any certificate in lieu of which a new certificate has been executed and delivered by the Company in accordance with part 3 or this part 4, but will include only those shares represented by such new certificate.

#### Part 5. Voting Rights.

The holders of Class A Common Stock shall have exclusive voting power except as specified herein with respect to the Class B Common Stock.

(i) With respect to the election of directors, the holders of Class B Common Stock voting as a separate class shall be entitled to elect that number of directors which constitutes 20% of the total membership of the Company's board of directors and if such 20% is not a whole number, then the holders of Class B Common Stock will be entitled to elect the nearest whole number of directors which constitutes 20% of such membership, provided, that, except as contemplated by subparagraph (vi) hereof, in no event shall such number be less than one. Holders of Class A Common Stock voting as a separate class will be entitled to elect the remaining directors.

(a) Nominations for the election of directors may be made by the Board of Directors or by any stockholder entitled to vote for the election of directors. Nominations made by stockholders shall be made by notice in writing, delivered or mailed by first class United States mail, postage prepaid, to the Secretary of the Company not less than 20 days prior to any meeting of the stockholders called for the election of directors; provided, however, that if less than 30

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days' notice of the meeting is given to stockholders, such written notice shall be delivered or mailed, as prescribed, to the Secretary of the Company not later than the close of the tenth day following the day on which notice of the meeting was mailed to stockholders.

(b) Each notice under subsection (a) shall set forth (i) the name, age, business address and, if known, residence address of each nominee proposed in such notice, (ii) the principal occupation or employment of each such nominee and (iii) the number of shares of stock of the Company which are beneficially owned by each such nominee.

(c) The Chairman of the meeting may, if the facts warrant, determine and declare to the meeting that a nomination was not made in accordance with the foregoing procedure, and if he should so determine, he shall so declare to the meeting and the defective nomination shall be disregarded.

(ii) The holders of Class B Common Stock will be entitled to vote as a separate class on the removal, with cause (as defined in Article SIXTH, part 2, subparagraph (v)) of any director elected by the holders of Class B Common Stock and the holders of Class A Common Stock will be entitled to vote as a separate class on the removal with cause of any director elected by the holders of Class A Common Stock.

(iii) The holders of Class B Common Stock shall be entitled to vote as a separate class on such other matters as may be required by law to be submitted to such holders.

(iv) The holders of Class B Common Stock shall in all matters not referred to in (i), (ii) and (iii) above vote together with the holders of Class A Common Stock as a single class, provided that the holders of Class B Common Stock will have one-tenth of a vote for each share and the holders of Class A Common Stock shall have one vote for each share.

(v) Any vacancy in the office of a director may be filled by a vote of holders of the class entitled to elect said director voting as a separate class and, in the absence of stockholder vote, in the case of a vacancy in the office of a director elected by either class, such vacancy may be filled by the remaining directors. Any directors elected by the board of directors to fill a vacancy shall serve until the expiration of the term of the director whose position was filled and until his successor has been chosen and has

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qualified. The board of directors may increase the number of directors and any vacancy so created may be filled by the board of directors, provided that unless the conditions set forth in (vi) exist in respect of the next previous Annual Meeting of Stockholders, the board of directors may be so enlarged by the board of directors only to the extent that 20% of the enlarged board of directors, rounded to the nearest whole number of directors which constitutes 20% of such membership, consists of directors elected by the holders of the Class B Common Stock or by persons appointed to fill vacancies created by the death, resignation or removal of persons elected by the holders of the Class B Common Stock.

(vi) The Class B Common Stock will not have the rights to elect directors set forth in (i) or (v) above, if on the date for taking a record for any stockholder meeting at which directors are to be elected, the number of issued and outstanding shares of Class B Common Stock (exclusive of any shares held in the Company's treasury) is less than 10% of the aggregate number of issued and outstanding shares of both Class B Common Stock and Class A Common Stock (exclusive of shares held in the Company's treasury). In such case all directors to be elected at such meeting shall be elected by holders of Class B Common Stock and Class A Common Stock voting together as a single class, provided that with respect to said election the holders of Class B Common Stock shall have one-tenth of a vote for each share and the holders of Class A Common Stock shall have one vote for each share.

Part 6. Business Combinations.

6A. Definitions.

(i) The term "business combination" as used in this part 6 shall mean:

(a) any merger or consolidation of the Company with or into any other individual, corporation, partnership or other person or entity, other than a merger or consolidation pursuant to which the Company is the continuing corporation and the result of which is not a sale, transfer or other disposition of, or a modification of the form of, ownership of the Company;

(b) any sale, lease, exchange, transfer or other disposition, including without limitation, a mortgage or any other security device, of all or any substantial part of the assets of the Company (including without limitation any voting securities of a Subsidiary) or of a Subsidiary

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(which assets of the Subsidiary constitute a substantial part of the assets of the Company) to any other individual, corporation, partnership or other person or entity; or

(c) any agreement, contract or other arrangement providing for any of the transactions described in this definition of business combination.

(ii) The term "related person business combination" as used in this part 6 shall mean:

(a) any merger or consolidation of the Company with or into a related person;

(b) any sale, lease, exchange, transfer or other disposition, including without limitation, a mortgage or any other security device, of all or any substantial part of the assets of the Company (including without limitation any voting securities of a Subsidiary) or of a Subsidiary, to a related person;

(c) any merger or consolidation of a related person with or into the Company or a Subsidiary of the Company;

(d) any sale, lease, exchange, transfer or other disposition of all or any substantial part of the assets of a related person to the Company or a Subsidiary of the Company;

(e) the issuance of any securities of the Company or a Subsidiary of the Company to a related person (other than to full time employees of the Company);

(f) acquisition by the Company or a Subsidiary of the Company of any securities of a related person;

(g) any reclassification of Common Stock of the Company, or any recapitalization involving Common Stock of the Company, consummated within five years after a related person becomes a related person; or

(h) any agreement, contract or other arrangement providing for any of the transactions described in this definition of related person business combination.

(iii) The term "related person" as used in this Part 6 shall mean and include any individual, corporation, partnership or other person or entity which, together with their "affiliates" and "associates" (defined below) "beneficially" owns (as this term is defined in Rule 13d-3 of the

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General Rules and Regulations under the Securities Exchange Act of 1934), in the aggregate, five percent (5%) or more of the outstanding shares of any class of Common Stock of the Company, and any "affiliate" or "associate" (as those terms are defined in Rule 12b-2 under the Securities Exchange Act of 1934) of any such individual, corporation, partnership or other person or entity and shall include all persons or entities acting in concert with such related person. Notwithstanding the foregoing, for the purposes of this definition, any shares of Common Stock of the Company which any related person has the right to acquire at any time pursuant to any agreement, or upon exercise of conversion rights, warrants or options, or otherwise, shall be deemed beneficially owned by such related person.

(iv) The term "substantial part" shall mean more than ten percent (10%) of the total assets of the company in question, taken as a whole including any subsidiaries, as of the end of its most recent fiscal year ended prior to the time the determination is being made.

(v) The term "Subsidiary" as used in this Part 6 means any corporation a majority of the voting stock of which is, at the time as of which any determination is being made, owned by the Company either directly or through one or more Subsidiaries.

6B. Stockholders' Vote.

A proposed business combination or related person business combination shall be approved in the manner contemplated by law, but no such business combination or related person business combination shall be approved if any two or more directors of the Company then in office shall have not voted in favor of such proposed business combination or related person business combination unless such business combination or related person business combination after having been approved by the Board of Directors in the manner contemplated by law shall have been approved by the affirmative vote of not less than 85% of the outstanding Common Stock votes of the Company.

6C. Board of Directors' Vote.

It shall be a proper corporate purpose reasonably calculated to benefit stockholders for the board of directors to base the response of the Company to any proposal for a business combination or related person business combination on the board of directors' evaluation of what is in the best interests of the Company; and the board of directors, in evaluating what is in the best interests of the Company may consider:

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(i) The best interest of the stockholders: for this purpose the board of directors shall consider, among other factors, not only the consideration being offered in the business combination or related person business combination proposal in relation to the then current market price, but also in relation to the then current value of the Company in a freely negotiated transaction and in relation to the board of directors' then estimate of the future value of the Company as an independent entity; and

(ii) Such other factors as the board of directors determines to be relevant, including, among other factors, the social, legal and economic effects upon the employees, patients and business of the Company or any of its Subsidiaries, and the community in which the Company, or any of its Subsidiaries, is located or operates.

FIFTH: The corporation is to have perpetual existence.

SIXTH: Directors

Part 1. Powers.

All the powers of the Company, insofar as the same may be lawfully vested by this Restated Certificate of Incorporation in the Board of Directors, are hereby conferred upon the Board of Directors of the Company. In furtherance and not in limitation of that power, the Board of Directors shall have the power to make, adopt, alter, amend and repeal from time to time by-laws of the Company, subject to the right of the stockholders entitled to vote with respect thereto to adopt, alter, amend and repeal by-laws made by the Board of Directors; provided, however, that by-laws shall not be adopted, altered, amended or repealed by the Board of Directors of the Company if any two or more directors of the Company then in office shall have not voted in favor of such adoption, alteration, amendment or repeal nor by the stockholders of the Company except by the vote of not less than 85% of the outstanding Common Stock votes.

Part 2. Number; Election; Removal.

(i) The number of directors of the Company shall be no less than three nor more than nine, the exact number to be fixed by resolution of the Board of Directors.

(ii) The Board of Directors shall be and is divided into three classes: Class I, Class II and Class III. Each director shall serve for a term ending on the date of the third annual meeting following the annual

meeting at which such director was elected; provided, however, that each initial director in Class I shall hold office until the annual meeting of stockholders in 1982, each initial director in Class II shall hold office until the annual meeting of stockholders in 1983, and each initial director in Class III shall hold office until the annual meeting of stockholders in 1984. So long as the holders of Class B Common Stock are entitled to elect one director of the Company pursuant to part 5 of Article FOURTH, the holders of Class B Common Stock will be entitled to elect one director in Class III. In the event the holders of Class B Common Stock become entitled to elect a second director, the additional director shall be a member of Class II.

(iii) In all elections of directors of the Company, each holder of Class A Common Stock shall be entitled to as many votes as shall equal the number of votes that, except for this subsection, he would be entitled to cast for the election of directors with respect to his shares, multiplied by the number of directors to be elected by the holders of Class A Common Stock, and he may cast all such votes for a single director or may distribute them among the number to be voted for by the holders of Class A Common Stock, or any two or more of them, as he may see fit. In the event the holders of Class B Common Stock vote with the holders of Class A Common Stock as a single class for the election of directors under the circumstances provided in subparagraph (vi) of part 5 of Article FOURTH, the holders of Class B Common Stock shall be entitled to cumulate their votes in the manner described in the immediately preceding sentence. On all other matters submitted to a vote at a meeting of stockholders, each share of Class A Common Stock shall be entitled to one vote on each matter submitted.

(iv) In the event of any increase or decrease in the authorized number of directors, (a) each director then serving as such shall nevertheless continue as a director of the class of which he is a member until the expiration of his term, or his prior death, retirement, resignation, or removal, and (b) newly created or eliminated directorships resulting from such increase or decrease shall be apportioned among the three classes of directors so as to maintain such classes as nearly equal as possible.

(v) A director may be removed only by the affirmative vote of the holders of a majority of the shares then entitled to vote for that director at an election of directors, but only for cause. Cause for removal shall be construed to exist only if the director whose removal is proposed is convicted of a felony by a court of competent jurisdiction and such conviction is no longer subject to direct appeal, or

has been adjudged by a court of competent jurisdiction to be liable for negligence, or misconduct in the performance of his duty to the Company in a matter of substantial importance to the Company, and such adjudication is no longer subject to court appeal.

SEVENTH: Meetings of stockholders may be held within or without the State of Delaware, as the by-laws may provide. The books of the Company may be kept (subject to any provisions contained in the statutes) outside the State of Delaware at such place or places as may be designated from time to time by the board of directors or in the by-laws of the Company. Elections of directors need not be by written ballot unless the by-laws of the Company so provide. No action required to be taken or which may be taken at any annual or special meeting of stockholders may be taken without a meeting, and the power of stockholders to consent in writing, without a meeting, to the taking of any action is specifically denied.

EIGHTH: Whenever a compromise or arrangement is proposed between the Company and its creditors or any class of them and/or between the Company and its stockholders or any class of them, any court of equitable jurisdiction within the State of Delaware may on the application in a summary way of the Company or of any creditor or stockholder thereof or on the application of any receiver or receivers appointed for the Company under the provisions of section 291 of the General Corporation Law of Delaware or on the application of trustees in dissolution or of any receiver or receivers appointed for this corporation under the provisions of section 279 of the General Corporation Law of Delaware order a meeting of the creditors or class of creditors, and/or of the stockholders or class of stockholders of the Company, as the case may be, to be summoned in such manner as the said court directs. If a majority in number representing three-fourths in value of the creditors or class of creditors, and/or of the stockholders or class of stockholders of the Company, as the case may be, agree to any compromise or arrangement and to any reorganization of the Company as consequence of such compromise or arrangement, the said compromise or arrangement and the said reorganization shall, if sanctioned by the court to which the said application has been made, be binding on all the creditors or class of creditors, and/or on all the stockholders or class of stockholders, of the Company, as the case may be, and also on the Company.

NINTH: Except as expressly set forth in this Article NINTH, the Company reserves the right to amend, alter, change or repeal any provisions contained in this Restated

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Certificate of Incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred upon stockholders herein are granted subject to this reservation; provided, however, that the provisions of this Restated Certificate of Incorporation may not be amended, altered, changed or repealed in any respect, unless (i) the Board of Directors shall have first adopted a resolution recommending such amendment, alteration, change or repeal for submission to the stockholders and, (ii) if two or more directors of the Company then in office shall have not voted in favor of such resolution, approval by the affirmative vote of not less than 85% of the outstanding Common Stock votes of the Company is obtained.

TENTH: This Restated Certificate of Incorporation has been duly adopted by the stockholders in accordance with the provisions of sections 245 and 242 of the General Corporation Law of Delaware, as amended.

IN WITNESS WHEREOF, Universal Health Services, Inc. has caused its seal to be hereunto affixed and this certificate to be signed by its President and its corporate seal attested to by its Secretary as of this 17th day of June, 1983.

UNIVERSAL HEALTH SERVICES, INC.

By



Alan B. Miller  
President



By



Sidney Miller  
Secretary

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*M. J. ...*  
SECRETARY OF STATE

CERTIFICATE OF AMENDMENT  
OF  
RESTATED CERTIFICATE OF INCORPORATION OF  
UNIVERSAL HEALTH SERVICES, INC.

Universal Health Services, Inc., a corporation organized and existing under the General Corporation Law of the State of Delaware (the "Company"), does hereby certify:

FIRST: That the board of directors of the Company, acting by written consent without a meeting pursuant to Section 141(f) of the General Corporation Law of the State of Delaware, adopted a resolution proposing and declaring advisable the following amendment to the Restated Certificate of Incorporation of said corporation:

RESOLVED, that the Restated Certificate of Incorporation be amended by deleting in its entirety the Article thereof numbered "FOURTH" and substituting therefor the following:

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FOURTH: The total number of shares of all classes of stock which the Company shall have authority to issue is 68,200,000 shares, consisting of 12,000,000 shares of Class A Common Stock, par value \$.01 per share (the "Class A Common Stock"), 50,000,000 shares of Class B Common Stock, par value \$.01 per share (the "Class B Common Stock"), 1,200,000 shares of Class C Common Stock par value \$.01 per share (the "Class C Common Stock") and 5,000,000 shares of Class D Common Stock, par value \$.01 per share (the "Class D Common Stock"). As used in this Restated Certificate of Incorporation the term "Common Stock" means collectively the Class A, Class B, Class C and Class D Common Stock.

The following is a statement of the designations and the powers, preferences and rights, and the qualifications, limitations or restrictions thereof, in respect of each class of stock of the Company:

Except as provided in this Article FOURTH, the Class A, B, C and D Common Stock shall have the same rights and privileges and shall rank equally, share ratably and be identical in all respects as to all matters.

Part 1. Dividends, Combinations, and Subdivisions. (a) Holders of each class of Common Stock shall be entitled to receive such dividends, payable in cash or otherwise, as may be declared thereon by the Board of Directors from time to time out of assets or funds of the Company legally available therefor, provided that no dividend may be declared and paid to holders of any class of Common Stock unless at the same time the Board of Directors shall also declare and pay to the holders of all other classes of Common Stock a per share dividend in an identical amount.

(b) After the initial distribution of the Class C and Class D Common Stock, in the event that a dividend payable in common stock is declared on any class of Common Stock, the Board of Directors shall also declare a dividend on each of the other classes of Common Stock payable in the class of common stock to which it relates equal on a per share basis.

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Part 2. Conversions. (a) Each share of Class A, Class C and Class D Common Stock may at any time be converted into one fully paid and nonassessable share of Class B Common Stock. Such right shall be exercised by the surrender of the certificate representing such shares of Class A, Class C or Class D Common Stock to be converted to the Company at any time during normal business hours at the principal executive offices of the Company, or if an agent for the registration of transfer of shares of Class A, Class C or Class D Common Stock is then duly appointed and acting (said agent being hereinafter called the "Transfer Agent") then at the office of the Transfer Agent, accompanied by a written notice of the election by the holder thereof to convert and (if so required by the Company or the Transfer Agent) by instruments of transfer, in form satisfactory to the Company and to the Transfer Agent, duly executed by such holder or his duly authorized attorney, and transfer tax stamps or funds therefor, if required pursuant to subparagraph (f) below.

(b) As promptly as practicable after the surrender for conversion of a certificate representing shares of Class A, Class C or Class D Common Stock in the manner provided in subparagraph (a) above and the payment in cash of any amount required by the provisions of subparagraphs (a) and (f) of this Part 2, the Company will deliver or cause to be delivered at the office of the Transfer Agent to or upon the written order of the holder of such certificate, a certificate or certificates representing the number of full shares of Class B Common Stock, issuable upon such conversion, issued in such name or names as such holder may direct. Such conversion shall be deemed to have been made immediately prior to the close of business on the date of the surrender of the certificate representing shares of Class A, Class C and Class D Common Stock, and all rights of the holder of such shares as such holder shall cease at such time and the person or persons in whose name or names the certificate or certificates representing the shares of Class B are Common Stock to be issued shall be treated for all purposes as having become the record holder or holders of such shares of Class B Common Stock at such time; provided, however, that any such surrender and payment on any date when the stock transfer books of the Company shall be closed shall constitute the person or persons in whose name or names the certificate or certificates representing shares of Class B Common Stock are to be issued as the record holder or holders thereof for all purposes immediately prior to the close of business on the next succeeding day on which such stock transfer books are open.

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(c) No adjustments in respect of dividends shall be made upon the conversion of any share of Class A, Class C or Class D Common Stock, provided, however, that if a share shall be converted subsequent to the record date for the payment of a dividend or other distribution on shares of Class A, Class C or Class D Common Stock but prior to such payment, the registered holder of such share at the close of business on such record date shall be entitled to receive the dividend or other distribution payable on such share on the date set for payment of such dividend or other distribution notwithstanding the conversion thereof or the Company's default in payment of the dividend due on such date.

(d) If the Company in any manner subdivides (by stock split or otherwise) or combines (by reverse stock split or otherwise) the outstanding shares of one class of Common Stock, the outstanding shares of the other classes of Common Stock will be proportionately subdivided or combined.

(e) The Company covenants that it will at all times reserve and keep available solely for the purpose of issuance upon conversion of the outstanding shares of Class A, Class C and Class D Common Stock, such number of shares of Class B Common Stock, as shall be issuable upon the conversion of all such outstanding shares, provided, that nothing contained herein shall be construed to preclude the Company from satisfying its obligations in respect of the conversion of the outstanding shares of Class A, Class C and Class D Common Stock by delivery of purchased shares of Class B Common Stock, which are held in the treasury of the Company. The Company covenants that if any shares of Class B Common Stock required to be reserved for purposes of conversion hereunder require registration with or approval of any governmental authority under any federal or state law before such shares of Class B Common Stock may be issued upon conversion, the Company will cause such shares to be duly registered or approved, as the case may be. The Company covenants that all shares of Class B Common Stock which shall be issued upon conversion of the shares of Class A, Class C and Class D Common Stock, will, upon issue, be fully paid and non-assessable and not subject to any preemptive rights.

(f) The issuance of certificates for shares of Class B Common Stock upon conversion of shares of Class A, Class C and Class D Common Stock, shall be made without charge for any stamp or other similar tax in respect of such issuance. However, if any such certificate is to be issued in a name other than that of the holder of the share or shares of Class A, Class C or Class D Common Stock converted, the person

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or persons requesting the issuance thereof shall pay to the Company the amount of any tax which may be payable in respect of any transfer involved in such issuance or shall establish to the satisfaction of the Company that such tax has been paid.

Part 3. Registration of Transfer. The Company will keep at its principal office (or such other place as the Company reasonably designates) a register for the registration of shares of Common Stock. Upon the surrender of any certificate representing shares of any class of Common Stock at such place, the Company will, at the request of the record holder of such certificate, execute and deliver (at the Company's expense) a new certificate or certificates in exchange therefor representing in the aggregate the number of shares of such class represented by the surrendered certificate (and the Company forthwith will cancel such surrendered certificate). Each such new certificate, subject to the restrictions set forth in Part 6 of this Article Fourth, will be registered in such name and will represent such number of shares of such class as is requested by the holder of the surrendered certificate and will be substantially identical in form to the surrendered certificate.

Part 4. Replacement. (a) Upon receipt of evidence reasonably satisfactory to the Company (an affidavit of the registered holder, without bond, will be satisfactory) of the ownership and the loss, theft, destruction or mutilation of any certificate evidencing one or more shares of any class of Common Stock and, in the case of any such loss, theft or destruction, upon receipt of indemnity reasonably satisfactory to the Company (provided that if the holder is a financial institution, with net assets in excess of \$5 million, its own agreement of indemnity will be satisfactory), or, in the case of any such mutilation, upon surrender of such certificate, the Company will (at its expense) execute and deliver in lieu of such certificate a new certificate of like kind representing the number of shares of such class represented by such lost, stolen, destroyed or mutilated certificate and dated the date of such lost, stolen, destroyed or mutilated certificate.

(b) The term "outstanding" when used in this Article FOURTH with reference to the shares of any class of Common Stock as of any particular time will not include any such shares represented by any certificate in lieu of which a new certificate has been executed and delivered by the Company in accordance with Part 3 or this Part 4, but will include only those shares represented by such new certificate.

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Part 5. Voting Rights. Except as expressly provided herein, at every meeting of stockholders of the Company, every holder of Class A Common Stock shall be entitled to one common stock vote in person or by proxy for each share of Class A Common Stock standing in his name on the transfer books of the Company; every holder of Class B Common Stock shall be entitled to one-tenth of a common stock vote in person or by proxy as each share of Class B Common Stock standing in his name on the transfer books of the Company; every holder of Class C Common Stock shall be entitled to one hundred common stock votes in person or by proxy for each share of Class C Common Stock standing in his name on the transfer books of the Company; provided the holder of Class C Common Stock holds a number of shares of Class A Common Stock equal to ten times the number of shares of Class C Common Stock that holder holds; and every holder of Class D Common Stock shall be entitled to ten common stock votes in person or by proxy for each share of Class D Common Stock standing in his name on the transfer books of the Company; provided the holder of Class D Common Stock holds a number of shares of Class B Common Stock equal to ten times the number of shares of Class D Common Stock that holder holds. In the event a beneficial owner of Class C or Class D Common Stock holds a number of shares of Class A or Class B Common Stock, respectively, less than ten times the number of shares of Class C or Class D Common Stock that beneficial owner holds, then that holder will be entitled only to one common stock vote for every share of Class C Common Stock, or one-tenth of a common stock vote for every share of Class D Common Stock, which that owner holds in excess of one-tenth the number of shares of Class A or Class B Common Stock, respectively, held by that owner. The Board of Directors of the Company shall have the right, but not the obligation, to require a holder of Class C or Class D Common Stock to furnish such documentation as is necessary to prove that such holder meets the requirements of the two immediately preceding sentences.

(i) With respect to the election of directors, the holders of Class B and Class D Common Stock, voting together as a separate class, with each share having one common stock vote, shall be entitled to elect that number of directors which constitutes 20% of the total membership of the Company's Board of Directors and if such 20% is not a whole number, then the holders of Class B and Class D Common Stock will be entitled to elect the nearest whole number of directors which constitutes 20% of such membership, provided, that, except as contemplated by subparagraph (vi) hereof, in no event shall such number be less than one. Holders of Class A and Class C Common Stock, voting together as a separate class, with each share having one common stock vote, will be entitled to elect the remaining directors.

(a) Nominations for the election of directors may be made by the Board of Directors or by any stockholder entitled to vote for the election of directors. Nominations made by stockholders shall be made by notice in writing, delivered or mailed by first class United States mail, postage prepaid, to the Secretary of the Company not less than 20 days prior to any meeting of the stockholders called for the election of directors; provided, however, that if less than 30 days' notice of the meeting is given to stockholders, such written notice shall be delivered or mailed, as prescribed, to the Secretary of the Company not later than the close of the tenth day following the day on which notice of the meeting was mailed to stockholders.

(b) Each notice under subsection (a) shall set forth: (i) the name, age, business address and, if known, residence address of each nominee proposed in such notice, (ii) the principal occupation or employment of each such nominee; and (iii) the number of shares of stock of the Company which are beneficially owned by each such nominee.

(c) The Chairman of the meeting may, if the facts warrant, determine and declare to the meeting that a nomination was not made in accordance with the foregoing procedure, and if he should so determine, he shall so declare to the meeting and the defective nomination shall be disregarded.

(ii) The holders of Class B and Class D Common Stock will be entitled to vote together as a separate class, with each share having one common stock vote, on the removal, with cause (as defined in Article SIXTH, Part 2, subparagraph (v)), of any director elected by the holders of Class B and Class D Common Stock and the holders of Class A and Class C Common Stock will be entitled to vote together as a separate class with each share having one common stock vote, on the removal, with cause (as so defined), of any director elected by the holders of Class A and Class C Common Stock.

(iii) The holders of Class B and Class D Common Stock shall be entitled to vote together as a separate class on such other matters as may be required by law to be submitted to such holders.

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(iv) The holders of Class B and Class D Common Stock shall in all matters not referred to in (i), (ii) and (iii) above vote together with the holders of Class A and Class C Common Stock as a single class, provided that, except as set forth in the first paragraph of this Part 5, the holders of Class A Common Stock shall have one common stock vote for each share; the holders of Class B Common Stock shall have one-tenth of a common stock vote for each share; the holders of Class C Common Stock shall have 100 common stock votes for each share; and the holders of Class D Common Stock shall have ten common stock votes for each share.

(v) Any vacancy in the office of a director may be filled by a vote of holders of the classes entitled to elect said director voting together as a separate class and, in the absence of a stockholder vote, in the case of a vacancy in the office of a director elected by a particular class, such vacancy may be filled by the remaining directors. Any directors elected by the board of directors to fill a vacancy shall serve until the expiration of the term of the director whose position was filled and until his successor has been chosen and has qualified. The Board of Directors may increase the number of directors and any vacancy so created may be filled by the Board of Directors, provided that unless the conditions set forth in (vi) exist in respect of the next previous Annual Meeting of Stockholders, the Board of Directors may be so enlarged by the Board of Directors only to the extent that 20% of the enlarged Board of Directors, rounded to the nearest whole number of directors which constitutes 20% of such membership, consists of directors elected by the holders of the Class B and Class D Common Stock or by persons appointed to fill vacancies created by the death, resignation or removal of persons elected by the holders of the Class B and Class D Common Stock.

(vi) The Class B and Class D Common Stock will not have the rights to elect directors set forth in (i) or (v) above, if on the date for taking a record for any stockholder meeting at which directors are to be elected, the number of issued and outstanding shares of Class B and Class D Common Stock (exclusive of any shares held in the Company's treasury) is less than 10% of the aggregate number of issued and outstanding shares of all the common stock (exclusive of shares held in the Company's treasury). In such case all directors to be elected at such meeting shall be elected by holders of Class A, Class B, Class C and Class D Common Stock

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voting together as a single class, provided that with respect to said election the holders of Class A Common Stock shall have one common stock vote for each share; the holders of Class B Common Stock shall have one-tenth of a common stock vote for each share; the holders of Class C Common Stock shall have 100 common stock votes for each share; and the holders of Class D Common Stock shall have ten common stock votes for each share.

Part 6. Transfer. (a) No person holding shares of Class C or Class D Common Stock (a "Class Holder") may transfer, and the Company and the Transfer Agent shall not register the transfer of, such shares of Class C or Class D Common Stock, whether by sale, assignment, gift, devise, bequest, appointment or otherwise. Any purported transfer of shares of Class C or Class D Common Stock shall be null and void and of no effect and the purported transfer by a Class Holder will result in the immediate and automatic conversion into shares of Class B Common Stock of those shares of Class C and Class D Common Stock purporting to be transferred. The purported transferee shall have no rights as a stockholder of the Company and no other rights against, or with respect to, the Company except the right to receive shares of Class B Common Stock upon the immediate and automatic conversion into shares of Class B Common Stock of the shares of Class C or Class D Common Stock purporting to be transferred. Upon the death of any Class C or Class D Holder who is a natural person, or the liquidation, dissolution or winding up of the business or affairs of any corporation, partnership or trust, the shares of Class C and Class D Common Stock held by such person shall immediately and automatically convert into an equal number of shares of Class B Common Stock.

(b) Shares of Class C and Class D Common Stock shall be registered in the name(s) of the beneficial owner(s) thereof (as hereafter defined) and not in "street" or "nominee" names; provided, however, certificates representing shares of Class C and Class D Common Stock issued as a stock dividend on the Company's then outstanding common stock may be registered in the same name and manner as the certificates representing the shares of Class A and Class B Common Stock with respect to which the shares of Class C and Class D Common Stock are issued. For the purposes of this Part 6, the term "beneficial owner(s)" of any shares of Class C or Class D Common Stock shall mean the person or persons who possess the power to dispose, or to direct the disposition of, such shares. Any shares of Class C or Class D Common Stock registered in "street" or "nominee" name may be transferred to the beneficial owner of such shares on the record date for such

stock dividend, upon proof satisfactory to the Company and the Transfer Agent that such person was in fact the beneficial owner of such shares on the record date for such stock dividend.

(c) Notwithstanding anything to the contrary set forth herein, any Class Holder may pledge such holder's shares of Class C or Class D Common Stock to a pledgee pursuant to a bona fide pledge of such shares as collateral security for indebtedness due to the pledgee, provided that such shares shall not be transferred to, or registered in the name of, the pledgee and shall remain subject to the provisions of this Part 6. In the event of foreclosure or other similar action by the pledgee, such pledged shares of Class C or Class D Common Stock may not be transferred to the pledgee and may only be converted into shares of Class B Common Stock.

(d) The Company shall note on the certificates representing the shares of Class C and Class D Common Stock the restrictions on transfer and registration of transfer imposed by this Part 6.

(e) For purposes of this Part 6:

(i) Each joint owner of shares of Class C and Class D Common Stock shall be considered a holder of Class C and Class D Common Stock, respectively.

(ii) A minor for whom shares of Class C or Class D Common Stock are held pursuant to a Uniform Gifts to Minors Act or similar law shall be considered a holder of Class C and Class D Common Stock, respectively.

(iii) Unless otherwise specified, the term "person" includes a natural person, corporation, partnership, unincorporated association, firm, joint venture, trust or other entity.

Part 7. Distribution of Assets. (a) In the event the Company shall be liquidated, dissolved or wound up, whether voluntarily or involuntarily, the holders of the Class A, Class B, Class C and Class D Common Stock shall be entitled to share ratably as a single class in the remaining net assets of the Company, that is, an equal amount of net assets for each share of Class A, Class B, Class C and Class D Common Stock. A merger or consolidation of the Company with or into any other corporation or a sale or conveyance of all or any part of the assets of the Company (which shall not in fact result in the liquidation of the Company and the distribution of assets to stockholders) shall not be deemed to be a voluntary or involuntary liquidation or dissolution or winding up of the Company within the meaning of this Part 7.

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**Part 8. Authorized Shares; Fractional Shares.** (a)

The number of authorized shares of any class of Common Stock may not be increased unless approved by the holders of a majority of the common stock votes attributable to then outstanding shares of Common Stock entitled to vote, voting as a single class.

(b) No fractional shares of Class B Common Stock shall be issued upon conversion of shares of Class A, Class C and Class D Common Stock. In lieu of fractional shares, the Transfer Agent shall pay an amount in cash equal to the closing market price of the shares of Class B Common Stock on the conversion date multiplied by the fraction of a share of Class B Common Stock that would otherwise be issuable.

**Part 9. Business Combinations. 9A. Definitions.**

(i) The term "business combination" as used in this Part 9 shall mean:

(a) any merger or consolidation of the Company with or into any other individual, corporation, partnership or other person or entity, other than a merger or consolidation pursuant to which the Company is the continuing corporation and the result of which is not a sale, transfer or other disposition of, or a modification of the form of, ownership of the Company;

(b) any sale, lease, exchange, transfer or other disposition, including without limitation, a mortgage or any other security device, of all or any substantial part of the assets of the Company (including without limitation any voting securities of a Subsidiary) or of a Subsidiary (which assets of the Subsidiary constitute a substantial part of the assets of the Company) to any other individual, corporation, partnership or other person or entity; or

(c) any agreement, contract or other arrangement providing for any of the transactions described in this definition of business combination.

(ii) The term "related person business combination" as used in this Part 9 shall mean:

(a) any merger or consolidation of the Company with or into a related person;

(b) any sale, lease, exchange, transfer or other disposition, including without limitation, a mortgage or any other

security device, of all or any substantial part of the assets of the Company (including without limitation any voting securities of a subsidiary) or of a Subsidiary, to a related person;

(c) any merger or consolidation of a related person with or into the Company or a Subsidiary of the Company;

(d) any sale, lease, exchange, transfer or other disposition of all or any substantial part of the assets of a related person to the Company or a Subsidiary of the Company;

(e) the issuance of any securities of the Company or a Subsidiary of the Company to a related person (other than to full time employees of the Company);

(f) acquisition by the Company or a Subsidiary of the Company of any securities of a related person;

(g) any reclassification of Common Stock of the Company, or any recapitalization involving Common Stock of the Company, consummated within five years after a related person becomes a related person; or

(h) any agreement, contract or other arrangement providing for any of the transactions described in this definition of related person business combination.

(iii) The term "related person" as used in this Part 9 shall mean and include any individual, corporation, partnership or other person or entity which, together with their "affiliates" and "associates" (defined below) "beneficially" owns (as this term is defined in Rule 13d-3 of the General Rules and Regulations under the Securities Exchange Act of 1934), in the aggregate, 5% or more of the outstanding shares of any class of Common Stock of the Company, and any "affiliate" or "associate" (as those terms are defined in Rule 12b-2 under the Securities Exchange Act of 1934) of any such individual, corporation, partnership or other person or entity and shall include all persons or entities acting in concert with such related person. Notwithstanding the foregoing, for the purposes of this definition, any shares of Common Stock of the Company which any related person has the right to acquire at any time pursuant to any agreement, or upon exercise of conversion rights, warrants or options, or otherwise, shall be deemed beneficially owned by such related person.

(iv) The term "substantial part" shall mean more than 10% of the total assets of the company in question,

taken as a whole including any subsidiaries, as of the end of its most recent fiscal year ended prior to the time the determination is being made.

(v) The term "Subsidiary" as used in this Part 9 means any corporation a majority of the voting stock of which is, at the time as of which any determination is being made, owned by the Company either directly or through one or more Subsidiaries.

9B. Stockholders' Vote. A proposed business combination or related person business combination shall be approved in the manner contemplated by law, but no such business combination or related person business combination shall be approved if any two or more directors of the Company then in office shall have not voted in favor of such proposed business combination or related person business combination unless such business combination or related person business combination after having been approved by the Board of Directors in the manner contemplated by law shall have been approved by the affirmative vote of not less than 85% of the outstanding Common Stock votes of the Company.

9C. Board of Directors' Vote. It shall be a proper corporate purpose reasonably calculated to benefit stockholders for the Board of Directors to base the response of the Company to any proposal for a business combination or related person business combination on the Board of Directors' evaluation of what is in the best interests of the Company; and the Board of Directors, in evaluating what is in the best interests of the Company may consider:

(i) The best interest of the stockholders: for this purpose the Board of Directors shall consider, among other factors, not only the consideration being offered in the business combination or related person business combination proposal in relation to the then current market price, but also in relation to the then current value of the Company in a freely negotiated transaction and in relation to the Board of Directors' then estimate of the future value of the Company as an independent entity; and

(ii) Such other factors as the Board of Directors determines to be relevant, including, among other factors the social, legal and economic effects upon the employees, patients and business of the Company or any of its Subsidiaries, and the community in which the Company, or any of its Subsidiaries, is located or operates.

SECOND: That thereafter, pursuant to a vote taken at a meeting of the stockholders of the Company held on November 20, 1985, a majority of the common stock votes of the Company ratified the amendment referenced herein.

THIRD: That the aforesaid amendment was duly adopted in accordance with the applicable provision of Sections 211 and 242 of the General Corporation Law of Delaware, as amended.

FOURTH: That the capital of said corporation will not be reduced under or by reason of said amendment.

IN WITNESS WHEREOF, Universal Health Services, Inc. has caused its corporate seal to be hereunto affixed and this certificate to be signed by Alan B. Miller, its President, and Robert M. Dubbs, its Secretary, this        day of November, 1985.

By: Alan B. Miller  
Alan B. Miller  
President

CORPORATE SEAL

ATTEST:

By: Robert M. Dubbs  
Robert M. Dubbs  
Secretary

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CERTIFICATE OF AMENDMENT  
OF  
RESTATED CERTIFICATE OF INCORPORATION OF  
UNIVERSAL HEALTH SERVICES, INC.

Universal Health Services, Inc., a corporation organized and existing under the General Corporation Law of the State of Delaware (the "Company"), does hereby certify:

FIRST: That the board of directors of the Company, acting by written consent without a meeting pursuant to Section 141(f) of the General Corporation Law of the State of Delaware, adopted a resolution proposing and declaring advisable the following amendment to the Restated Certificate of Incorporation of said corporation:

RESOLVED, that the Restated Certificate of Incorporation be amended by adding to Article Sixth, Part 3 as follows:

To the fullest extent permitted by the Delaware General Corporation Law as the same exists or may hereafter be amended, a director of this Company shall not be liable to the Company or its stockholders for monetary damages for breach of fiduciary duty as a director. Any repeal or modification of this Part 3 by the stockholders or the Company shall be prospective only and shall not affect any limitation on the personal liability of a director of the Company at the time of such repeal or modification.

SECOND: That thereafter, pursuant to a vote taken at a meeting of the stockholders of the Company held on May 20, 1987, a majority of the common stock votes of the Company ratified the amendment referenced herein.

THIRD: That the aforesaid amendment was duly adopted in accordance with the applicable provision of Sections 211 and 242 of the General Corporation Law of Delaware, as amended.

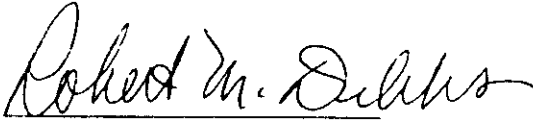
FOURTH: That the capital of said corporation will not be reduced under or by reason of said amendment.

IN WITNESS WHEREOF, Universal Health Services, Inc. has caused its corporate seal to be hereunto affixed and this certificate to be signed by Sidney Miller, its Executive Vice President, and Robert M. Dubbs, its Secretary, this 21st day of May, 1987.

By:   
Sidney Miller  
Executive Vice President

CORPORATE SEAL

ATTEST:

By:   
Robert M. Dubbs  
Secretary

**CERTIFICATE OF AMENDMENT**  
**OF**  
**RESTATED CERTIFICATE OF INCORPORATION OF**  
**UNIVERSAL HEALTH SERVICES, INC.**

Universal Health Services, Inc., a corporation organized and existing under the General Corporation Law of the State of Delaware (the "Company"), does hereby certify:

**FIRST:** That at a meeting held on March 26, 1997, the Board of Directors of the Company adopted a resolution proposing and declaring advisable the following amendment to the Restated Certificate of Incorporation of said corporation:

**RESOLVED,** that the Restated Certificate of Incorporation be amended by revising Article Fourth, Paragraph 1, to read in full as follows:

**"FOURTH:** The total number of shares of all classes of stock which the Company shall have authority to issue is 93,200,000 shares, consisting of 12,000,000 shares of Class A Common Stock, par value \$.01 per share (the "Class A Common Stock"), 75,000,000 shares of Class B Common Stock par value \$.01 per share (the "Class B Common Stock"), 1,200,000 shares of Class C Common Stock, par value \$.01 per share (the "Class C Common Stock"), and 5,000,000 shares of Class D Common Stock, par value \$.01 per share (the "Class D Common Stock"). As used in this Restated Certificate of Incorporation the term "Common Stock" means collectively the Class A, Class B, Class C and Class D Common Stock."

**SECOND:** That thereafter, pursuant to a vote taken at the Annual Meeting of the Stockholders of the Company, voting as a single class, and a majority of the outstanding shares of Class B Common Stock, voting as a class, held on May 21, 1997, a majority of the common stock votes of the Company ratified the amendment referenced herein.

**THIRD:** That the aforesaid amendment was duly adopted in accordance with the applicable provision of Sections 211 and 242 of the General Corporation Law of Delaware, as amended.

**FOURTH:** That the capital of said corporation will not be reduced under or by reason of said amendment.

IN WITNESS WHEREOF, Universal Health Services, Inc. has caused its corporate seal to be hereunto affixed and this certificate to be signed by Steve Filton, its Vice President, and Bruce R. Gilbert, its Secretary, this 20<sup>th</sup> day of June, 1997.

By: Steve Filton  
Steve Filton  
Vice President

**CORPORATE SEAL**

**ATTEST:**

By: Bruce R. Gilbert  
Bruce R. Gilbert  
Secretary

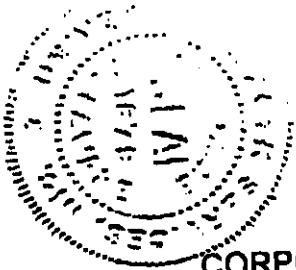
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THIRD: That the aforesaid amendment was duly adopted in accordance with the applicable provision of Sections 211 and 242 of the General Corporation Law of Delaware, as amended.

FOURTH: That the capital of said corporation will not be reduced under or by reason of said amendment.

IN WITNESS WHEREOF, Universal Health Services, Inc. has caused its corporate seal to be hereunto affixed and this certificate to be signed by Alan B. Miller, Chairman, President and Chief Executive Officer, and Steve Filton, its Vice President and Secretary, this 23rd day of May, 2001.



CORPORATE SEAL

By: Alan B. Miller  
Alan B. Miller, Chairman, President and Chief Executive Officer

ATTEST:

By: Steve Filton  
Steve Filton  
Vice President and Secretary