

FILED
IN THE OFFICE OF THE
SECRETARY OF STATE OF THE
STATE OF NEVADA

NOV 22 1999
No. C15231-93
Dean Heller
DEAN HELLER, SECRETARY OF STATE

AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
CONCENTRA HEALTH SERVICES, INC.

The undersigned, W. Keith Newton, President of Concentra Health Services, Inc., a Nevada corporation (the "Corporation"), and Richard A. Parr II, Secretary of the Corporation, do hereby certify that:

1. The name of the Corporation is "Concentra Health Services, Inc."
2. The original Articles of Incorporation were filed with the Secretary of State of the State of Nevada on November 23, 1993, under the name "OccuCenters, Inc."
3. This Amended and Restated Articles of Incorporation has been duly proposed by resolutions adopted and declared advisable by the Board of Directors of the Corporation, duly adopted by written consent of the sole stockholder of the Corporation in lieu of a meeting and vote and duly executed and acknowledged by the officers of the Corporation in accordance with the provisions of Sections 78.403 of the Nevada Revised Statutes and, upon filing with the Secretary of State of the State of Nevada in accordance with Section 78.403, shall supercede the original Articles of Incorporation and shall, as it may thereafter be amended in accordance with its terms and applicable law, be the Articles of Incorporation of the Corporation.
4. The text of the Articles of Incorporation of the Corporation is hereby amended and restated to read in its entirety as follows:

FIRST: The name of the Corporation is CONCENTRA HEALTH SERVICES, INC.

SECOND: The address of the registered office of the Corporation in the State of Nevada is 6100 Neil Rd., #500, Reno, Nv. 89520 in Washoe County, Nevada. The name of the Corporation's registered agent at such address is the Corporation Trust Company of Nevada.

THIRD: The purposes for which the Corporation is formed are to engage in any lawful act or activity for which corporations may be organized under the Nevada Revised Statutes.

FOURTH: The total number of shares of all classes of stock which the Corporation shall have authority to issue is 1,000,000 shares, of Common Stock, \$.01 par value ("Common Stock"). Except as otherwise expressly provided herein, all shares of Common Stock shall be identical and shall entitle the holders thereof to the same rights and privileges.

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FIFTH: In furtherance and not in limitation of the powers conferred by the laws of the State of Nevada, the Board of Directors of the Corporation is expressly authorized and empowered to make, alter or repeal the By-laws of the Corporation, subject to the power of the stockholders of the Corporation to alter or repeal any By-law made by the Board of Directors.

SIXTH: The Corporation reserves the right at any time and from time to time to amend, alter, change or repeal any provisions contained in this Amended and Restated Articles of Incorporation; and other provisions authorized by the laws of the State of Nevada at the time in force may be added or inserted, in the manner now or hereafter prescribed by law; and all rights, preferences and privileges of whatsoever nature conferred upon stockholders, directors or any other persons whomsoever by and pursuant to this Amended and Restated Articles of Incorporation in its present form or as hereafter amended are granted subject to the right reserved in this Article.

SEVENTH: (1) The Corporation shall, to the fullest extent permitted by Section 78.403 of the Nevada Revised Statutes, as the same may be amended and supplemented, indemnify any and all persons whom it shall have power to indemnify under said section from and against any and all of the expenses, liabilities and other matters referred to in or covered by said section, and the indemnification provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any By-law, agreement, vote of stockholders or disinterested directors or otherwise, both as to action in his official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director, officer, employee or agent and shall inure to the benefit of the heirs, executors and administrators of such a person.

(2) No person shall be personally liable to the Corporation or its stockholders for monetary damages for breach of fiduciary duty as a director; provided, however, that the foregoing shall not eliminate or limit the liability of a director (i) for any breach of the director's duty of loyalty to the Corporation or its stockholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) under the Nevada Revised Statutes or (iv) for any transaction from which the director derived an improper personal benefit.

IN WITNESS WHEREOF, Concentra Health Services, Inc. has caused this Amended and Restated Articles of Incorporation to be signed by its President and attested by its Secretary this 17th day of August 1999.



W. Keith Newton
President

Attest:


Richard A. Part II
Secretary

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TOTAL P.07

**THIS FORM SHOULD ACCOMPANY AMENDED AND/OR RESTATED
ARTICLES OF INCORPORATION FOR A NEVADA CORPORATION**

1. Name of corporation: Concentra Health Services, Inc.
2. Date of adoption of Amended and/or Restated Articles: August 17, 1999
3. If the articles were amended, please indicate what changes have been made:
- (a) Was there a name change? Yes ☐ No ☒. If yes, what is the new name?
-
- (b) Did you change your resident agent? Yes ☐ No ☒. If yes, please indicate new address:
-
- (c) Did you change the purposes? Yes ☐ No ☒. Did you add Banking? ☐, Gaming? ☐, Insurance? ☐, None of these? ☒.
- (d) Did you change the capital stock? Yes ☐ No ☒. If yes, what is the new capital stock?
-
- (e) Did you change the directors? Yes ☐ No ☒. If yes, indicate the change:
-
- (f) Did you add the directors liability provision? Yes ☐ No ☒.
- (g) Did you change the period of existence? Yes ☐ No ☒. If yes, what is the new existence?
-
- (h) If none of the above apply, and you have amended or modified the articles, how did you change your articles? na

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NOV 22 1999

No. C15231-93

Name and Title of Officer

Date

State of Dean Heller
DEAN HELLER, SECRETARY OF STATE

County of _____ } ss.

On _____ personally appeared before me, a Notary Public,
_____, who acknowledged that he/she executed the above document.

[Stamp/Seal]

Notary Public

<p>STATE OF NEVADA Secretary of State</p> <p>I hereby certify that this is a true and complete copy of the document as filed in this office.</p> <p>NOV 23 '99</p> <p><i>Dean Heller</i> DEAN HELLER Secretary of State</p> <p>By <i>K. Farmer</i></p>
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SEP-04-1997 09:40
IN THE OFFICE OF THE SECRETARY OF STATE OF THE
STATE OF NEVADA

015231-93
AUG 29 1997

OccuCenters, Inc.
Name of Corporation

We the undersigned John K. Carlyle and
Dean Heller President or Vice President
DEAN HELLER, SECRETARY OF STATE
Richard A. Parr II of OccuCenters, Inc.
Secretary or Assistant Secretary Name of Corporation

do hereby certify:

That the Board of Directors of said corporation at a meeting duly convened and held on the 27th day of
August, 1997, adopted a resolution to amend the original articles as follows:

Article I is hereby amended to read as follows:

The name of the corporation is Concentra Health Services, Inc. (the "Corporation").

The number of shares of the corporation outstanding and entitled to vote on an amendment to the Articles of Incorporation
are 100,000; that the said change(s) and amendment has been consented to and approved by a majority vote of the
stockholders holding at least a majority of each class of stock outstanding and entitled to vote thereon.

John K. Carlyle
President or Vice President

Richard A. Parr II
Secretary or Assistant Secretary

State of Texas

County of Dallas

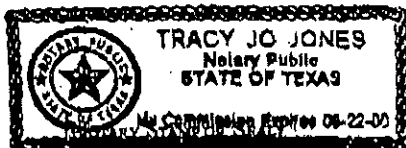
SS.

On August 28, 1997, personally appeared before me, a Notary Public,

John K. Carlyle and Richard A. Parr II

(Names of persons appearing and signing document.)

who acknowledged that they executed the above instrument.



Tracy Jo Jones
Signature of Notary

(NEV. - 198 - 7/27/90)

TOTAL P.02