

PUBLIC

Owens & Minor Entities' Governance Documents

**AMENDED AND RESTATED
BYLAWS
OF
OWENS & MINOR, INC.**

ARTICLE I

Meetings of Shareholders

1.1 Places of Meetings. All meetings of the shareholders shall be held at such place either within or without the Commonwealth of Virginia, or in whole or in part by means of remote communication, in each case as from time to time may be fixed by the Board of Directors.

1.2 Annual Meetings. The annual meeting of the shareholders, for the election of Directors and transaction of such other business as may come before the meeting, shall be held on such Business Day as shall be fixed by the Board of Directors. The Board of Directors may postpone, reschedule or cancel any previously scheduled annual meeting of shareholders.

1.3 Special Meetings. A special meeting of the shareholders for any purpose or purposes may be called at any time by the Chair of the Board, the Chief Executive Officer, or by a majority of the Board of Directors. At a special meeting no business shall be transacted and no corporate action shall be taken other than that stated in the notice of the meeting. The Board of Directors may postpone, reschedule or cancel any previously scheduled special meeting of shareholders.

1.4 Notice of Meetings. Written or printed notice stating the place (if applicable), the means of remote communication (if applicable), the day and hour of every meeting of the shareholders and, in case of a special meeting, the purpose or purposes for which the meeting is called, shall be given not less than ten nor more than 60 days before the date of the meeting to each shareholder of record entitled to vote at such meeting in any manner permitted by the Virginia Stock Corporation Act, including by electronic transmission (as defined therein). Such further notice shall be given as may be required by law, but meetings may be held without notice if all the shareholders entitled to vote at the meeting are present in person or by proxy or if notice is waived in writing by those not present, either before or after the meeting.

1.5 Quorum. Any number of shareholders together holding at least a majority of the outstanding shares of capital stock entitled to vote with respect to the business to be transacted, who shall be present in person or represented by proxy at any meeting duly called, shall constitute a quorum for the transaction of business. If less than a quorum shall be in attendance at the time for which a meeting shall have been called, the meeting may be adjourned from time to time by the Chair of the meeting or by a majority of the shareholders present or represented by proxy without notice other than by announcement at the meeting.

1.6 Voting. At any meeting of the shareholders each shareholder of a class entitled to vote on any matter coming before the meeting shall, as to such matter, have one vote, in person or by proxy, for each share of capital stock of such class standing in his name on the books of the Corporation on the date, not more than 70 days prior to such meeting, fixed by the Board of

Directors as the record date for the purpose of determining shareholders entitled to vote. Every proxy shall be executed in writing or by any means permitted by the Virginia Stock Corporation Act or other applicable law. In each case, such proxy must be authorized by the shareholder or by the shareholder's duly authorized officer, director, employee, agent or attorney-in-fact.

1.7 Inspectors. An appropriate number of inspectors for any meeting of shareholders may be appointed by the Chair of such meeting. Inspectors so appointed will open and close the polls, will receive and take charge of proxies and ballots, and will decide all questions as to the qualifications of voters, validity of proxies and ballots, and the number of votes properly cast.

1.8 Nominations and Proposal of Other Business by Shareholders.

(a) Subject to any rights of holders of shares of the Preferred Stock of the Corporation, if any, nominations for the election of directors and the proposal of any other business shall be made only (i) by the Board of Directors, (ii) pursuant to the notice of meeting (or any supplement thereto) given by or at the direction of the Board of Directors or (iii) at an annual meeting of shareholders only (A) pursuant to Section 1.9 (only in relation to nominations for the election of directors), or (B) by any shareholder (x) who is entitled to vote at the annual meeting and complies with the procedures set forth under Section 1.8(b), (y) provides timely notice of such shareholder's intent to make such nomination or nominations or propose such business (which business for the avoidance of doubt must constitute a proper matter for shareholder action), and (z) who is the shareholder of record at the time such notice is delivered to the Secretary of the Corporation and at the time of the annual meeting. To be timely pursuant to Section 1.8(a)(iii)(B)(y), a shareholder of record bringing the notice (the "Noticing Shareholder") must have delivered notice in proper written form not earlier than the Close of Business on the 150th day nor later than the Close of Business on the 120th day before the anniversary of the date of the Corporation's immediately preceding annual meeting; provided, however, that in the event that the date of the annual meeting is more than 30 days before or more than 70 days after the anniversary date of the previous year's meeting, or if no annual meeting was held in the previous year, notice by the Noticing Stockholder to be timely must be so delivered not earlier than the Close of Business on the 150th day prior to such annual meeting and not later than the Close of Business on the later of the 120th day prior to such annual meeting or the 10th day following the day on which public announcement (as defined below) of the date of such meeting is first made by the Corporation. In no event shall the public announcement of an adjournment, recess, rescheduling or postponement of an annual meeting commence a new time period (or extend any time period) for the giving of the Noticing Shareholder's notice as described above.

(b) To be in proper written form, a Noticing Shareholder's notice delivered pursuant to Section 1.08(a)(iii)(B) shall set forth:

(i) as to each person whom the Noticing Shareholder proposes to nominate for election or re-election as a director: (A) the name, age and address (business and residential) of such person, (B) a complete biography and statement of such person's qualifications, including the principal occupation or employment of such person (at present and for the past five years), (C) the Specified Information (as defined below) for such person and any member of the immediate family of such person, or any Affiliate or Associate (as such terms are defined below) of such person, or any person acting in concert therewith, (D) (1) a complete and accurate description of

all agreements, arrangements and understandings (whether written or oral, and including promises) between each Holder and any Shareholder Associated Person (as such terms are defined below), on the one hand, and such person, on the other hand, including, without limitation, (x) to consult or advise on any investment or potential investment in a publicly listed company (including the Corporation), (y) to nominate, submit or otherwise recommend (including, without limitation, supporting, advocating for, or otherwise taking action to further the consideration of) such person for appointment (or, for the avoidance of doubt, as a candidate for appointment) to any officer, executive officer or director role of any publicly listed company (including the Corporation) during the past ten years, and (2) a complete and accurate description of the outcome of any situations described pursuant to the foregoing clause (1), (E) whether such person has (1) notified the board of directors of each publicly listed company on whose board such proposed nominee currently sits with respect to such person's proposed nomination for election to the Board of Directors, and, (2) as applicable, received all necessary consents to serve on the Board of Directors if so nominated and elected or otherwise appointed (or, if any such consents have not been received, how such person intends to address such failure to receive such necessary consents), (F) whether such person's nomination, election or appointment, as applicable, would violate or contravene a corporate governance policy, including, without limitation, a conflicts of interest or "overboarding" policy of any publicly listed company at which such person serves as an officer, executive officer or director, and, if so, a description of how such person intends to address such violation or contravention, (G) the first date of contact between any Holder and/or Shareholder Associated Person, on the one hand, and such person, on the other hand, with respect to the Corporation, (H) the amount and nature of any direct or indirect economic or financial interest, if any, of such person, or of any immediate family member of such person, in any funds or vehicles managed by, under common management with, or affiliated with any Holder or Shareholder Associated Person, (I) a complete and accurate description of all direct and indirect compensation and other monetary or non-monetary agreements, arrangements and understandings (whether written or oral) existing presently, that existed during the past three years or were offered during the past three years (whether accepted or declined), and any other material relationships, between or among the Holders or any Shareholder Associated Person, on the one hand, and such person, and any member of the immediate family of such person, and such person's respective Affiliates and Associates, or others acting in concert therewith, or any other person or persons, on the other hand (including the names of such persons) and all biographical, related party transaction and other information that would be required to be disclosed pursuant to the federal and state securities laws, including Rule 404 promulgated under Regulation S-K ("Regulation S-K") under the Securities Act of 1933, as amended (the "Securities Act") (or any successor provision), if any Holder or any Shareholder Associated Person were the "registrant" for purposes of such rule and such person were a director or executive officer of such registrant, (J) information relevant to a determination of whether such person can be considered an independent director, (K) any other information relating to such person that would be required to be disclosed in a proxy statement or any other filings required to be made in connection with solicitation of proxies for the election of directors in a contested election or that is otherwise required pursuant to and in accordance with Section 14 of the Securities Exchange Act of 1934, as amended (the "Exchange Act") and the rules and regulations promulgated thereunder (including such person's written consent to being named in proxy statements as a proposed nominee of the Noticing Shareholder and to serving as a director if elected), and (L) a completed and signed questionnaire, representation and agreement and any and all other information required by Section 1.8(b)(v).

(ii) as to any other business that the Noticing Shareholder proposes to bring before the meeting: (A) a brief description of the business desired to be brought before the meeting, (B) the reasons for conducting such business at the meeting, (C) any material interest of each Holder and each Shareholder Associated Person, if any, in such business, (D) the text of the proposal or business (including the text of any resolutions proposed for consideration and, in the event that such business includes a proposal to amend the Bylaws of the Corporation, the text of the proposed amendment), and (E) a description of all agreements, arrangements and understandings between each Holder and any Shareholder Associated Person and any other person or persons (including their names) in connection with the proposal of such business by the Noticing Shareholder;

(iii) as to the Noticing Shareholder and the beneficial owner, if any, on whose behalf the nomination is made or the other business is being proposed (collectively with the Noticing Shareholder, the “Holders” and each a “Holder”): (A) the name and address of record of each Holder, as the name and address appear on the Corporation’s books, and the name and address of each Shareholder Associated Person, if any, (B) as of the date of the notice (which information, for the avoidance of doubt, shall be updated and supplemented pursuant to Section 1.8(c)), (1) the class or series and number of shares of the capital stock of the Corporation which are, directly or indirectly, held of record or owned beneficially by each Holder and any Shareholder Associated Person (provided that, for the purposes of this Section 1.8, any such person shall in all events be deemed to beneficially own any shares of stock of the Corporation as to which such person has a right to acquire beneficial ownership at any time in the future (whether such right is exercisable immediately or only after the passage of time or the fulfillment of a condition or both)), (2) any short position, profits interest, option, warrant, convertible security, stock appreciation right, or similar right with an exercise or conversion privilege or a settlement payment or mechanism at a price related to any class or series of shares of the Corporation or with a value derived in whole or in part from the value of any class or series of shares of the Corporation, or any derivative or synthetic arrangement having the characteristics of a long position in any class or series of shares of the Corporation, or any contract, derivative, swap or other transaction or series of transactions designed to produce economic benefits and risks that correspond substantially to the ownership of any class or series of shares of the Corporation, including due to the fact that the value of such contract, derivative, swap or other transaction or series of transactions is determined by reference to the price, value or volatility of any class or series of shares of the Corporation, whether or not such instrument, contract or right shall be subject to settlement in the underlying class or series of shares of the Corporation, through the delivery of cash or other property, or otherwise, and without regard to whether the Holder and any Shareholder Associated Person may have entered into transactions that hedge or mitigate the economic effect of such instrument, contract or right, or any other direct or indirect opportunity to profit or share in any profit derived from any increase or decrease in the value of shares of the Corporation (any of the foregoing, a “Derivative Instrument”) directly or indirectly owned or held, including beneficially, by each Holder and any Shareholder Associated Person, (3) a description (including the names of any counterparties) of any proxy, contract, arrangement, understanding, or relationship pursuant to which each Holder and any Shareholder Associated Person has any right to vote or has granted a right to vote any shares of stock or any other security of the Corporation, (4) a description (including the names of any counterparties) of any agreement, arrangement, understanding, relationship or otherwise, including any repurchase or similar so-called “stock borrowing” agreement or arrangement, involving any Holder or any Shareholder Associated Person, on the one hand, and any person acting in concert therewith, on the other hand, directly or indirectly, the purpose or effect of which

is to mitigate loss to, reduce the economic risk (of ownership or otherwise) of any class or series of the shares of the Corporation by, manage the risk of share price changes for, or increase or decrease the voting power of, such Holder or any Shareholder Associated Person with respect to any class or series of the shares or other securities of the Corporation, or which provides, directly or indirectly, the opportunity to profit or share in any profit derived from any decrease in the price or value of any class or series of the shares or other securities of the Corporation (any of the foregoing, a “Short Interest”), and any Short Interest held by each Holder or any Shareholder Associated Person within the last 12 months in any class or series of the shares or other securities of the Corporation, (5) any rights to dividends or payments in lieu of dividends on the shares of the Corporation owned beneficially by each Holder or any Shareholder Associated Person that are separated or separable from the underlying shares of stock or other security of the Corporation, (6) any proportionate interest in shares of stock or other securities of the Corporation or Derivative Instruments held, directly or indirectly, by a general or limited partnership or limited liability company or other entity in which any Holder or any Shareholder Associated Person is a general partner or directly or indirectly beneficially owns an interest in a general partner, is the manager, managing member or directly or indirectly beneficially owns an interest in the manager or managing member of a limited liability company or other entity, (7) any performance-related fees (other than an asset-based fee) that each Holder or any Shareholder Associated Person is or may be entitled to based on any increase or decrease in the value of stock or other securities of the Corporation or Derivative Instruments, if any, including without limitation, any such interests held by members of the immediate family sharing the same household of such Holder or any Shareholder Associated Person, (8) any direct or indirect legal, economic or financial interest (including Short Interest) of each Holder and each Shareholder Associated Person, if any, in the outcome of any (x) vote to be taken at any annual or special meeting of shareholders of the Corporation or (y) any meeting of shareholders of any other entity with respect to any matter that is related, directly or indirectly, to any nomination or business proposed by any Holder under these Bylaws, (9) any direct or indirect legal, economic or financial interest or any Derivative Instruments or Short Interests in any principal competitor of the Corporation held by each Holder or any Shareholder Associated Person, (10) any direct or indirect interest of each Holder or any Shareholder Associated Person in any contract with the Corporation, any affiliate of the Corporation or any principal competitor of the Corporation (including, in any such case, any employment agreement, collective bargaining agreement or consulting agreement); and (11) any material pending or threatened action, suit or proceeding (whether civil, criminal, investigative, administrative or otherwise) in which any Holder or any Shareholder Associated Person is, or is reasonably expected to be made, a party or material participant involving the Corporation or any of its officers, directors or employees, or any Affiliate of the Corporation, or any officer, director or employee of such Affiliate (subclause (b)(iii)(B) of this Section 1.8 shall be referred to as the “Specified Information”), (C) a representation by the Noticing Shareholder that such shareholder is a holder of record of stock of the Corporation entitled to vote at such meeting, will continue to be a shareholder of record of the Corporation entitled to vote at such meeting through the date of such meeting and intends to appear in person or by proxy at the meeting to propose such nomination or other business, (D) all information that would be required to be set forth in a Schedule 13D filed pursuant to Rule 13d-1(a) or an amendment pursuant to Rule 13d-2(a) if such a statement were required to be filed under the Exchange Act and the rules and regulations promulgated thereunder by each Holder and each Shareholder Associated Person, if any, (E) any other information relating to each Holder and each Shareholder Associated Person, if any, that

would be required to be disclosed in a proxy statement and form of proxy or other filings required to be made in connection with solicitations of proxies for, as applicable, the proposal and/or for the election of directors in a contested election pursuant to Section 14 of the Exchange Act and the rules and regulations promulgated thereunder, (F) a representation by the Noticing Shareholder as to whether any Holder and/or any Shareholder Associated Person intends or is part of a group which intends: (1) to deliver a proxy statement and/or form of proxy to holders of at least the percentage of the Corporation's outstanding capital stock required to elect the proposed nominee or approve or adopt the other business being proposed and/or (2) otherwise to solicit proxies from shareholders in support of such nomination or other business, (G) a certification by the Noticing Shareholder that each Holder and any Shareholder Associated Person has complied with all applicable federal, state and other legal requirements in connection with its acquisition of shares of capital stock or other securities of the Corporation and/or such person's acts or omissions as a shareholder of the Corporation, (H) the statement required by Rule 14a-19(b)(3) of the Exchange Act (or any successor provision), (I) the names and addresses of other shareholders (including beneficial owners) known by any of the Holder or Shareholder Associated Person to support such proposal(s) or nomination(s), and to the extent known the class and number of all shares of the Corporation's capital stock owned beneficially or of record by such other shareholder(s) or other beneficial owner(s), and (J) a representation by the Noticing Shareholder as to the accuracy of the information set forth in the notice.

(iv) The Corporation may also, as a condition to any nomination or business being deemed properly brought before a meeting of shareholders pursuant to Section 1.8(a)(iii)(B), require any Holder or any proposed nominee to deliver to the Secretary of the Corporation, within five Business Days of any such request, such other information as may reasonably be requested by the Corporation, including (i) such other information as may be reasonably required by the Board of Directors, in its sole discretion, to determine (x) the eligibility of such proposed nominee to serve as a Director of the Corporation, and (y) whether such proposed nominee qualifies as an "independent director" or "audit committee financial expert" under applicable law, securities exchange rule or regulation, or any publicly disclosed corporate governance guideline or committee charter of the Corporation and (ii) such other information that the Board of Directors determines, in its sole discretion, could be material to a reasonable shareholder's understanding of the proposed business or, in the case of any nomination, the independence, or lack thereof, of such proposed nominee.

(v) In addition to the other requirements of this Section 1.8, each person who a Noticing Shareholder proposes to nominate for election or re-election as a director of the Corporation must deliver in writing (in accordance with the time periods prescribed for delivery of the notice) to the Secretary at the principal executive offices of the Corporation (A) a written questionnaire with respect to the background and qualification of such person and the background of any other person or entity on whose behalf the nomination is being made (which questionnaire shall be provided by the Secretary upon written request of any shareholder of record identified by name within five Business Days of such written request) and (B) a written representation and agreement (in the form provided by the Secretary upon written request of any shareholder of record identified by name within five Business Days of such written request) that such person (1) is not and will not become a party to (x) any agreement, arrangement or understanding (whether written or oral) with, and has not given any commitment or assurance to, any person or entity as to how such person, if elected as a director of the Corporation, will act or vote on any issue or question (a

“Voting Commitment”) that has not been disclosed to the Corporation or (y) any Voting Commitment that could limit or interfere with such person’s ability to comply, if elected as a director of the Corporation, with such person’s fiduciary duties under applicable law, (2) is not and will not become a party to any agreement, arrangement or understanding with any person or entity other than the Corporation with respect to any direct or indirect compensation, reimbursement or indemnification in connection with service or action as a director that has not been disclosed to the Corporation, (3) in such person’s individual capacity and on behalf of any person or entity on whose behalf the nomination is being made, would be in compliance, if elected as a director of the Corporation, and will comply with applicable law, including rules of the exchanges upon which the securities of the Corporation are listed, and all applicable publicly disclosed corporate governance, conflict of interest, confidentiality and stock ownership and trading policies and guidelines of the Corporation, and (4) in such person’s individual capacity and on behalf of any Holder on whose behalf the nomination is being made, intends to serve a full term if elected as a director of the Corporation.

(c) A Noticing Shareholder’s notice delivered pursuant to Section 1.08(a)(iii)(B) shall be further updated and supplemented, if necessary, so that the information provided or required to be provided in such notice shall be true and correct as of the record date for the annual meeting and as of the date that is ten Business Days prior to the annual meeting or any adjournment, recess, rescheduling or postponement thereof, and such update and supplement shall be delivered to the Secretary at the principal executive offices of the Corporation not later than five Business Days after the record date for the annual meeting in the case of the update and supplement required to be made as of the record date, and not later than eight Business Days prior to the date for the meeting or any adjournment, recess, rescheduling or postponement thereof in the case of the update and supplement required to be made as of ten Business Days prior to the annual meeting or any adjournment, recess, rescheduling or postponement thereof. In addition, if the Noticing Shareholder has delivered to the Corporation a notice relating to the nomination of directors, the Noticing Shareholder shall deliver to the Corporation not later than eight Business Days prior to the date of the annual meeting or any adjournment, recess, rescheduling or postponement thereof reasonable evidence that it has complied with the requirements of Rule 14a-19 of the Exchange Act (or any successor provision). For the avoidance of doubt, the obligation to update and supplement set forth in this paragraph or any other Section of these Bylaws shall not limit the Corporation’s rights with respect to any deficiencies in any notice provided by a shareholder, extend any applicable deadlines hereunder or enable or be deemed to permit a shareholder who has previously submitted notice hereunder to amend or update any proposal or to submit any new proposal, including by changing or adding nominees, matters, business and/or resolutions proposed to be brought before a meeting of the shareholders.

(d) In the event that a Noticing Shareholder attempts to nominate any person or bring any business before a meeting without complying with the procedures set forth in this Section 1.8, such nomination or other business not properly brought before the meeting shall be disregarded and/or shall not be transacted. The Chair of the Board of Directors shall have the power and duty to determine whether any nomination or business proposed to be brought before the meeting was made in accordance with the procedures set forth in this Section 1.8 and, if any proposed nomination or other business is not in compliance with this Section 1.8, to declare that such defective proposal shall be disregarded and/or shall not be transacted. Notwithstanding anything to the contrary in these Bylaws, unless otherwise required by law or otherwise determined

by the chair of the annual meeting or by the Board of Directors, if (i) the Noticing Shareholder or (ii) a qualified representative of the Noticing Shareholder does not appear at the annual meeting to present the nomination(s) or other business, such nomination shall be disregarded and such other business shall not be transacted, notwithstanding that proxies in respect of such vote may have been received by the Corporation. For purposes of these Bylaws, to be considered a qualified representative of the Noticing Shareholder, a person must be authorized by a document authorizing such person to act for such Noticing Shareholder as proxy at the annual meeting of shareholders and such person must produce the document or a reliable reproduction of such document at the meeting of shareholders or an electronic transmission delivered by such Noticing Shareholder to act for such Noticing Shareholder as proxy at the annual meeting and such person must produce such document or electronic transmission, or a reliable reproduction of the document or electronic transmission, at the annual meeting. A shareholder may authorize another person or persons to act for such shareholder as proxy by transmitting or authorizing the transmission of an electronic transmission to the person who will be the holder of the proxy or to a proxy solicitation firm, proxy support service organization or like agent duly authorized by the person who will be the holder of the proxy to receive such transmission, provided that any such transmission must either set forth or be submitted with information from which it can be determined that the transmission was authorized by the shareholder. If it is determined that such transmissions are valid, the inspectors or, if there are no inspectors, such other persons making that determination shall specify the information upon which such inspectors or such persons relied.

1.9 Proxy Access for Board of Director Nominees.

(a) The Corporation shall include in its proxy statement for any annual meeting the name, together with the Required Information (as defined below), of any person nominated for election to the Board of Directors (a “Shareholder Nominee”) identified in a timely notice (the “Shareholder Notice”) that satisfies this Section 1.9 delivered to the principal office of the Corporation, addressed to the Secretary of the Corporation, by one or more shareholders who at the time the request is delivered satisfy the ownership and other requirements of this Section 1.9 (such shareholder or shareholders, and any director, executive officer or general partner of such shareholder or any such affiliate or person with which such shareholder is acting in concert with such shareholder or shareholders, the “Eligible Shareholder”), and who expressly elects to have its nominee included in the Corporation’s proxy statement pursuant to this Section 1.9. To be timely for purposes of this Section 1.9, the Shareholder Notice must be received by the Secretary of the Corporation at the principal executive offices of the Corporation not later than the close of business on the 120th day nor earlier than the close of business on the 150th day prior to the anniversary date of the immediately preceding mailing date for the notice of annual meeting. In no event shall the public announcement of an adjournment or postponement of an annual meeting or the fact that an annual meeting is held after the anniversary of the preceding annual meeting commence a new time period for the giving of a Shareholder Notice.

(b) For purposes of this Section 1.9, the “Required Information” that the Corporation will include in its proxy statement is (i) the information concerning the Shareholder Nominee and the Eligible Shareholder that, as determined by the Corporation, is required to be disclosed in a proxy statement filed pursuant to the proxy rules of the U.S. Securities and Exchange Commission (the “SEC”), (ii) the Nominee Statement (as defined below) for each Shareholder

Nominee to be included in the proxy statement of the Corporation, and (iii) if the Eligible Shareholder so elects, a “Shareholder Statement” (as defined below).

(c) The maximum number of Shareholder Nominees that may be included in the Corporation’s proxy statement pursuant to this Section 1.9 shall not exceed the greater of two or 20% of the number of directors in office as of the last day on which a Shareholder Notice may be delivered pursuant to this Section 1.9 with respect to the annual meeting, or if such calculation does not result in a whole number, the closest whole number below 20%; provided, however, that this maximum number shall be reduced by (i) any Shareholder Nominee whose name was submitted for inclusion in the Corporation’s proxy statement pursuant to this Section 1.9 but is either subsequently withdrawn or that the Board of Directors (including any authorized committee of the Board of Directors) decides to nominate for election to the Board of Directors (a “Board Nominee”), (ii) any director candidate who had been a Shareholder Nominee at any of the preceding two annual meetings and whose reelection at the upcoming annual meeting is being recommended by the Board of Directors (including any authorized committee of the Board of Directors), (iii) any director candidate for which the Corporation shall have received one or more valid shareholder notices (whether or not subsequently withdrawn) nominating director candidates pursuant to Section 1.8, other than any such director referred to in this clause (iii) who at the time of such annual meeting will have served as a director continuously, as a nominee of the Board of Directors (including any authorized committee of the Board of Directors), for at least two annual terms, but only to the extent the maximum number after such reduction with respect to this clause (iii) equals or exceeds one, and (iv) any director candidate who will be included in the Corporation’s proxy statement with respect to such annual meeting as an unopposed (by the Corporation) nominee pursuant to any agreement, arrangement or other understanding with any shareholder or group of shareholders (other than any such agreement, arrangement or understanding entered into in connection with an acquisition of shares of capital stock of the Corporation, by such shareholder or group of shareholders, from the Corporation), other than any such director referred to in this clause (iv) who at the time of such annual meeting will have served as a director continuously, as a nominee of the Board of Directors (including any authorized committee of the Board of Directors), for at least two annual terms, but only to the extent the maximum number after such reduction with respect to this clause (iv) equals or exceeds one. In the event that one or more vacancies for any reason occurs after the deadline in this Section 1.9 for delivery of the Shareholder Notice but before the annual meeting and the Board of Directors resolves to reduce the size of the Board of Directors in connection therewith, the maximum number of Shareholder Nominees shall be calculated based on the number of directors in office as so reduced. Following the determination of which Shareholder Nominees shall be included in the Corporation’s proxy statement, if any Shareholder Nominee who satisfies the eligibility requirements in this Section 1.9 is thereafter (x) nominated by the Board of Directors (including any authorized committee of the Board of Directors), (y) not included in the Corporation’s proxy statement, or (z) not submitted for director election for any reason (including the Eligible Shareholder’s or Shareholder Nominee’s failure to comply with this Section 1.9), no other nominee or nominees shall be included in the Corporation’s proxy statement or otherwise submitted for director election in substitution thereof.

(d) An Eligible Shareholder must have “owned” (as defined below) 3% or more of the outstanding shares of the Corporation’s stock eligible to vote in the election of directors continuously for at least three years (the “Required Shares”) as of both the date the Shareholder

Notice is delivered to the Corporation and the record date for determining shareholders entitled to vote at the annual meeting and must continue to own the Required Shares through the annual meeting. For purposes of satisfying the foregoing ownership requirement under this Section 1.9, (i) the shares of stock of the Corporation owned by one or more shareholders, or by the person or persons who own shares of the Corporation's stock and on whose behalf any shareholder is acting, may be aggregated; provided that the number of shareholders and other persons whose ownership of shares is aggregated for such purpose shall not exceed 20; and further provided that the group of shareholders shall have provided to the Secretary of the Corporation as a part of providing the Shareholder Notice a written agreement executed by each of its members designating one of the members as the exclusive member to interact with the Corporation for purposes of this Section 1.9 on behalf of all members, and (ii) two or more funds that are (A) under common management and investment control, (B) under common management and funded primarily by the same employer, or (C) a "group of investment companies," as such term is defined in Section 12(d)(1)(G)(ii) of the Investment Company Act of 1940, as amended, shall be treated as one shareholder or beneficial owner. No shares of stock of the Corporation may be attributed to more than one group constituting an Eligible Shareholder. Within the time period specified for providing the Shareholder Notice, an Eligible Shareholder must deliver the following information in writing to the Secretary of the Corporation:

(i) one or more written statements from the record holder of the shares (and from each intermediary through which the shares are or have been held during the requisite three-year holding period) verifying that, as of a date within seven calendar days prior to the date the Shareholder Notice is delivered to or mailed and received by the Corporation, the Eligible Shareholder owns, and has owned continuously for the preceding three years, the Required Shares, and the Eligible Shareholder's agreement to provide, within five business days after the record date for the annual meeting, written statements from the record holder and intermediaries verifying the Eligible Shareholder's continuous ownership of the Required Shares through the record date;

(ii) the written consent of each Shareholder Nominee to be named in the proxy statement as a nominee and to serve as a director if elected;

(iii) a copy of the Schedule 14N that has been filed with the SEC as required by Rule 14a-18 under the Exchange Act;

(iv) a representation that the Eligible Shareholder:

(1) acquired the Required Shares in the ordinary course of business and not with the intent to change or influence control of the Corporation, and does not presently have such intent;

(2) has not nominated and will not nominate for election to the Board of Directors at the annual meeting any person other than the Shareholder Nominee(s) being nominated pursuant to this Section 1.9;

(3) has not engaged and will not engage in, and has not and will not be, a "participant" in another person's "solicitation" within the meaning of Rule 14a-

1(l) under the Exchange Act in support of the election of any individual as a director at the annual meeting, other than its Shareholder Nominee(s) or a Board Nominee;

(4) will not distribute to any shareholder any form of proxy for the annual meeting other than the form distributed by the Corporation;

(5) will continue to own the Required Shares through the annual meeting; and

(6) will provide facts, statements and other information in all communications with the Corporation and its shareholders that are or will be true and correct in all material respects and do not and will not omit to state a material fact necessary in order to make the statements made, in light of the circumstances under which they were made, not misleading;

(v) an undertaking that the Eligible Shareholder agrees to:

(1) assume all liability arising from any legal or regulatory violation arising out of the Eligible Shareholder's communications with the Corporation's shareholders or out of the information that the Eligible Shareholder provided to the Corporation;

(2) indemnify and hold harmless the Corporation and each of its directors, officers and employees individually against any liability, loss or damages in connection with any threatened or pending action, suit or proceeding, whether legal, administrative or investigative, against the Corporation or any of its directors, officers or employees arising out of any nomination submitted by the Eligible Shareholder pursuant to this Section 1.9;

(3) file with the SEC all soliciting and other materials as required under Section 1.9;

(4) comply with all other applicable laws, rules, regulations and listing standards with respect to any solicitation in connection with the annual meeting;

(5) immediately notify the Corporation if it ceases to own any of the Required Shares prior to the date of the applicable annual meeting;

and

(6) promptly provide the Corporation (but in any case within five business days after such request) such additional information as is necessary or reasonably requested by the Corporation;

(vi) a description of all direct and indirect compensation and other material monetary agreements, arrangements and understandings during the past three years, and any other material relationships, between or among the Eligible Shareholder and its affiliates and associates, or others acting in concert therewith, on the one hand, and each Shareholder Nominee,

and each Shareholder Nominee's respective affiliates and associates, or others acting in concert therewith, on the other hand, including, without limitation all information that would be required to be disclosed pursuant to Item 404 of SEC Regulation S-K if the Eligible Shareholder making the nomination or on whose behalf the nomination is made, or any affiliate or associate thereof or person acting in concert therewith, were the "registrant" for the purposes of Item 404 and the Shareholder Nominee were a director or executive officer of such registrant.

(e) For purposes of this Section 1.9, an Eligible Shareholder shall be deemed to "own" only those outstanding shares of the Corporation's stock as to which a shareholder who is the Eligible Shareholder or is included in the group that constitutes the Eligible Shareholder possesses both (i) the full voting and investment rights pertaining to the shares and (ii) the full economic interest in (including the opportunity for profit and risk of loss on) such shares; provided that the number of shares calculated in accordance with clauses (i) and (ii) shall not include any shares (A) sold by or on behalf of such shareholder in any transaction that has not been settled or closed, (B) borrowed by or on behalf of such shareholder for any purpose or purchased by such shareholder pursuant to an agreement to resell or (C) subject to any option, warrant, forward contract, swap, contract of sale, other derivative or similar agreement entered into by or on behalf of such shareholder, whether any such instrument or agreement is to be settled with shares or with cash based on the notional amount or value of outstanding shares of the Corporation's stock, in any such case which instrument or agreement has, or is intended to have, the purpose or effect of (x) reducing in any manner, to any extent or at any time in the future, such shareholder's full right to vote or direct the voting of any such shares, and/or (y) hedging, offsetting or altering to any degree gain or loss arising from the full economic ownership of such shares by such shareholder. A shareholder shall "own" shares held in the name of a nominee or other intermediary so long as the shareholder retains the right to instruct how the shares are voted with respect to the election of directors and possesses the full economic interest in the shares. A shareholder's ownership of shares shall be deemed to continue during any period in which the shareholder has delegated any voting power by means of a proxy, power of attorney or other instrument or arrangement that is revocable at any time by the shareholder; provided that (i) such person revokes such delegation within five business days of being notified that its Shareholder Nominee will be included in the Corporation's proxy statement for the relevant annual meeting and (ii) such person holds the revoked shares through the annual meeting. A shareholder's ownership of shares shall be deemed to continue during any period in which the shareholder has loaned such shares; provided, that (i) the shareholder both has the power to recall such loaned shares on five business days' notice and recalls the loaned shares promptly upon being notified that its Shareholder Nominee will be included in the Corporation's proxy materials for the relevant annual meeting and (ii) the shareholder holds the recalled shares through the annual meeting. For purposes of this Section 1.9, the terms "owned", "owning" and other variations of the word "own" shall have correlative meanings.

(f) The Eligible Shareholder may provide to the Secretary of the Corporation, within the time period specified for providing the Shareholder Notice, a written statement for inclusion in the Corporation's proxy statement for the annual meeting, not to exceed 500 words, in support of the Shareholder Nominee's candidacy (the "Shareholder Statement"). Notwithstanding anything to the contrary contained in this Section 1.9, the Corporation may omit from its proxy materials any information or statement that it believes would violate any applicable law, rule, regulation or listing standard.

(g) The Corporation shall not be required to include, pursuant to this Section 1.9, a Shareholder Nominee in its proxy materials:

(i) if the Eligible Shareholder who has nominated such Shareholder Nominee has engaged in or is currently engaged in, or has been, or is a “participant” in another person’s, “solicitation” within the meaning of Rule 14a-1(l) under the Exchange Act in support of the election of any individual to the Board of Directors at the annual meeting other than its Shareholder Nominee(s) or a Board Nominee;

(ii) who is not independent under the listing standards of the principal exchange upon which the Corporation’s stock is traded, any applicable rules of the SEC, and any publicly disclosed standards used by the Board of Directors in determining and disclosing the independence of the Corporation’s directors, as determined by the Board of Directors, or who is not a “non-employee director” under Rule 16b-3 under the Exchange Act;

(iii) whose election as a member of the Board of Directors would cause the Corporation to be in violation of these Bylaws, the Corporation’s Articles of Incorporation, the listing standards of the principal exchange upon which the Corporation’s stock is traded, or any applicable state or federal law, rule or regulation;

(iv) who is or has been, within the past three years, an officer or director of a competitor, as defined in Section 8 of the Clayton Antitrust Act of 1914;

(v) who is a named subject of a pending criminal proceeding (excluding traffic violations and other minor offenses) or has been convicted in such a criminal proceeding within the past 10 years;

(vi) who is subject to any order of the type specified in Rule 506(d) of Regulation D promulgated under the Securities Act;

(vii) if such Shareholder Nominee or the applicable Eligible Shareholder shall have provided information to the Corporation in respect of such nomination that was not true or correct in any material respect or omitted to state a material fact necessary in order to make the statements made, in light of the circumstances under which they were made, not misleading, as determined by the Board of Directors;

(viii) if the Eligible Shareholder who has nominated such Shareholder Nominee has filed a Schedule 13D with the SEC with respect to the Corporation within the past year; or

(ix) if the Eligible Shareholder or applicable Shareholder Nominee otherwise breaches any of its or their obligations, agreements or representations under this Section 1.9.

(h) Notwithstanding anything to the contrary set forth herein, the chair of the annual meeting shall declare a nomination by an Eligible Shareholder to be invalid, and such nomination shall be disregarded notwithstanding that proxies in respect of such vote may have been received by the Corporation, if the Shareholder Nominee(s) and/or the applicable Eligible

Shareholder shall have breached its or their obligations, agreements or representations under this Section 1.9, as determined by the Board of Directors or the chair of the annual meeting.

(i) The Eligible Shareholder shall file with the SEC any solicitation communication with the Corporation's shareholders relating to the annual meeting at which the Shareholder Nominee will be nominated, regardless of whether any such filing is required under Regulation 14A of the Exchange Act, or whether any exemption from filing is available for such solicitation communication under Regulation 14A of the Exchange Act.

(j) No person may be a member of more than one group of persons constituting an Eligible Shareholder under this Section 1.9.

(k) Any Shareholder Nominee who is included in the Corporation's proxy materials for a particular annual meeting but either (i) withdraws from or becomes ineligible or unavailable for election at the annual meeting, or (ii) does not receive at least 25% of the votes cast in favor of the Shareholder Nominee's election, shall be ineligible to be a Shareholder Nominee pursuant to this Section 1.9 for the next two annual meetings following the annual meeting for which the Shareholder Nominee has been nominated for election.

(l) The Shareholder Nominee must provide to the Secretary of the Corporation, within the time period specified for providing the Shareholder Notice, a written statement for inclusion in the Corporation's proxy statement for the annual meeting (the "Nominee Statement"), disclosing whether or not such Shareholder Nominee is or will become a party to any agreement, arrangement or understanding with any person or entity other than the Corporation with respect to any direct or indirect compensation or other material monetary agreements, arrangements or understandings in connection with service or action as a Shareholder Nominee or director. Such Nominee Statement must also include a representation that if such Shareholder Nominee is elected as a director of the Corporation, such Shareholder Nominee will not agree or accept any increase in the amount or scope, as applicable, of any such compensation, reimbursement or indemnification and that they would be in compliance with applicable law and the Corporation's corporate governance guidelines and other policies applicable to directors generally. Such Nominee Statement must further include a representation that such Shareholder Nominee is not and will not become a party to any agreement, arrangement, or understanding with, and has not given any commitment or assurance to, any person or entity as to how such Shareholder Nominee, if elected as a director, will act or vote on any matter, which such agreement, arrangement, or understanding has not been disclosed to the Corporation.

(m) At the request of the Corporation, the Shareholder Nominee must promptly, but in any event within five business days of such request, submit all completed and signed questionnaires required of the Corporation's directors and officers. The Corporation may request such additional information (i) as may be reasonably necessary to permit the Board of Directors or any committee thereof to determine if a Shareholder Nominee is independent under the listing standards of the principal exchange upon which the Corporation's stock is traded, any applicable rules of the SEC and any publicly disclosed standards used by the Board of Directors in determining and disclosing the independence of the Corporation's directors and otherwise to determine the eligibility of each Shareholder Nominee to service as a director of the Corporation, or (ii) that could be material to a reasonable shareholder's understanding of the independence, or

lack thereof, of each Shareholder Nominee. Notwithstanding anything to the contrary contained in this Section 1.9, the Corporation may omit from its proxy materials any information or statement that it believes would violate any applicable law, rule, regulation or listing standard.

(n) Notwithstanding the foregoing provisions of this Section 1.9, unless otherwise required by law or otherwise determined by the chair of the annual meeting or by the Board of Directors, if (i) the Eligible Shareholder, or (ii) a qualified representative of the Eligible Shareholder does not appear at the annual meeting to present its Shareholder Nominee(s), such nomination or nominations shall be disregarded and no vote shall be taken with respect to such Shareholder Nominee(s), notwithstanding that proxies in respect of such vote may have been received by the Corporation. For purposes of this Section 1.9, to be considered a qualified representative of the Eligible Shareholder, a person must be a duly authorized officer, manager or partner of such Eligible Shareholder or must be authorized by a writing executed by such Eligible Shareholder or an electronic transmission delivered by such Eligible Shareholder to act for such Eligible Shareholder as proxy at the annual meeting and such person must produce such writing or electronic transmission, or a reliable reproduction of the writing or electronic transmission, at the annual meeting.

(o) Except as otherwise provided by law, and notwithstanding any other provision of these Bylaws, each of the Chair of the Board of Directors, the Board of Directors (including any authorized committee of the Board of Directors), or the chair of the annual meeting shall have the power and authority to interpret this Section 1.9 and to make any and all determinations necessary or advisable to apply this Section 1.9 to any persons, facts, or circumstances, in each case acting in good faith. For purposes of applying the requirements of this Section 1.9, the number of Required Shares required to be owned by any person or persons during any time period shall be adjusted, in the manner determined by the Board of Directors (including any authorized committee thereof) or by the Secretary of the Corporation, to account for any stock dividend, stock split, subdivision, combination, reclassification, or recapitalization of shares of the Corporation.

1.10 General.

(a) Nothing in these Bylaws shall be deemed to affect any rights (i) of the holders of any class or series of shares having a preference over the common stock of the Corporation as to dividends or upon liquidation to elect directors under specified circumstances, or (ii) of shareholders to request inclusion of proposals in the Corporation's proxy statement pursuant to Rule 14a-8 under the Exchange Act.

(b) The Board of Directors may adopt by resolution such rules, regulations and procedures for the conduct of any meeting of shareholders of the Corporation as it shall deem appropriate, including such guidelines and procedures as it may deem appropriate regarding the participation by means of remote communication of shareholders and proxyholders not physically present at a meeting. Except to the extent inconsistent with such rules, regulations and procedures as adopted by the Board of Directors, the chair of any meeting of shareholders shall have the right and authority to prescribe such rules, regulations and procedures and to do all such acts as, in the judgment of such chair, are appropriate for the proper conduct of the meeting. Such rules, regulations or procedures, whether adopted by the Board of Directors or prescribed by the chair of

the meeting, may include the following: (a) the establishment of an agenda or order of business for the meeting; (b) rules and procedures for maintaining order at the meeting and the safety of those present, including regulation of the manner of voting and the conduct of discussion; (c) limitations on attendance at or participation in the meeting to shareholders of record of the Corporation, their duly authorized and constituted proxies or such other persons as the chair of the meeting shall determine; (d) restrictions on entry to the meeting after the time fixed for the commencement thereof; (e) limitations on the time allotted to questions or comments by participants; and (f) restrictions on the use of cell phones, audio or video recording devices and similar devices at the meeting. The chair of any meeting of shareholders, in addition to making any other determinations that may be appropriate to the conduct of the meeting, except as otherwise provided by law, the Articles of Incorporation of the Corporation or these Bylaws, shall have the power to determine whether a nomination or any other business proposed to be brought before the meeting was made or proposed, as the case may be, in accordance with these Bylaws and, if any proposed nomination or other business is not in compliance with these Bylaws, to declare that no action shall be taken on such nomination or other proposal and such nomination or other proposal shall be disregarded. Unless and to the extent determined by the Board of Directors or the chair of the meeting, meetings of shareholders shall not be required to be held in accordance with the rules of parliamentary procedure. The chair of the meeting shall announce at the meeting when the polls for each matter to be voted upon at the meeting will be opened and closed. After the polls close, no ballots, proxies or votes or any revocations or changes thereto may be accepted. The chair of the meeting shall have the power, right and authority to convene, recess or adjourn any meeting of shareholders.

1.11 Definitions

For purposes of these Bylaws,

(a) “Affiliate” shall have the meaning attributed to such term in Rule 12b-2 under the Exchange Act and the rules and regulations promulgated thereunder;

(b) “Associate” shall have the meaning attributed to such term in Rule 12b-2 under the Exchange Act and the rules and regulations promulgated thereunder;

(c) “Business Day” and “business day” shall mean each Monday, Tuesday, Wednesday, Thursday and Friday that is not a day on which banking institutions in Richmond, Virginia or New York, New York are authorized or obligated by law or executive order to close;

(d) “Close of Business” on a particular day shall mean 5:00 p.m. local time at the principal executive offices of the Corporation, and if an applicable deadline falls on the Close of Business on a day that is not a Business Day, then the applicable deadline shall be deemed to be the Close of Business on the immediately preceding Business Day;

(e) “delivered” shall mean, both (a) hand delivery, overnight courier service, or by United States certified or registered mail, return receipt requested, in each case to the Secretary at the principal executive offices of the Corporation, and (b) electronic mail to the Secretary;

(f) “public announcement” shall mean disclosure: (a) in a press release released by the Corporation, provided such press release is released by the Corporation following its

customary procedures, as reported by the Dow Jones News Service, Associated Press or a comparable national news service, or is generally available on internet news sites, or (b) in a document publicly filed by the Corporation with the SEC pursuant to Sections 13, 14 or 15(d) of the Exchange Act;

(g) “Shareholder Associated Person” shall mean, as to any Holder, (i) any person acting in concert with such Holder, (ii) any person controlling, controlled by or under common control with such Holder or any of their respective Affiliates and Associates, or person acting in concert therewith, and (iii) any member of the immediate family of such Holder or an Affiliate or Associate of such Holder; and

(h) the words “include,” “includes” or “including” shall be deemed to be followed by the words “without limitation.”

(i) where a reference in these Bylaws is made to any statute or regulation, such reference shall be to (1) the statute or regulation as amended from time to time (except as context may otherwise require) and (2) any rules or regulations promulgated thereunder.

ARTICLE II

Directors

2.1 General Powers. The property, affairs and business of the Corporation shall be managed under the direction of the Board of Directors, and, except as otherwise expressly provided by law, the Articles of Incorporation or these Bylaws, all of the powers of the Corporation shall be vested in such Board.

2.2 Number of Directors. The number of Directors constituting the Board of Directors shall from time to time be fixed by resolution adopted by the affirmative vote of a majority of the Directors then in office.

2.3 Election and Removal of Directors; Quorum.

(a) Directors shall be elected at each annual meeting to serve until the next annual meeting of shareholders and until their successors are duly elected and qualified, or their earlier resignation or removal.

(b) Each Director shall be elected by the vote of the majority of the votes cast with respect to the nominee at any meeting for the election of Directors at which a quorum is present; provided, however, that each director shall be elected by the vote of the plurality of the votes cast at each meeting of the shareholders for the election of directors at which a quorum is present and for which (x) the Secretary of the Corporation receives notice that one or more shareholders has proposed to nominate one or more persons for election or re-election to the Board of Directors, which notice purports to be in compliance with the advance notice requirements for shareholder nominations set forth in these Bylaws, irrespective of whether the Board of Directors at any time determines that any such notice is not in compliance with such requirements, and (y) such nomination or nominations have not been formally and irrevocably withdrawn by such shareholder(s) on or prior to the date that is ten days in advance of the date that the Corporation

gives notice of the meeting to the stockholders. For purposes of this Section 2.3(b), a majority of the votes cast means that the number of shares voted “for” a nominee must exceed the votes cast “against” such nominee’s election.

(c) Any Director may be removed from office at a meeting called expressly for that purpose by the vote of shareholders holding not less than a majority of the shares entitled to vote at an election of Directors.

(d) Any vacancy occurring in the Board of Directors may be filled by the affirmative vote of the majority of the remaining Directors though less than a quorum of the Board, and the term of office of any Director so elected shall expire at the next shareholders’ meeting at which directors are elected.

(e) A majority of the number of Directors fixed by these Bylaws shall constitute a quorum for the transaction of business. The act of a majority of Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors. Less than a quorum may adjourn any meeting.

2.4 Meetings of Directors. An annual meeting of the Board of Directors shall be held as soon as practicable after the adjournment of the annual meeting of shareholders at such place as the Board may designate. Other meetings of the Board of Directors shall be held at places within or without the Commonwealth of Virginia and at times fixed by resolution of the Board, or upon call of the Chair of the Board, the Chief Executive Officer or a majority of the Directors. The Secretary or officer performing the Secretary’s duties shall give not less than twenty-four hours’ notice by letter, electronic transmission (as defined in the Virginia Stock Corporation Act) or telephone (or in person) of all meetings of the Board of Directors, provided that notice need not be given of the annual meeting or of regular meetings held at times and places fixed by resolution of the Board. Meetings may be held at any time without notice if all of the Directors are present, or if those not present waive notice in writing either before or after the meeting. The notice of meetings of the Board need not state the purpose of the meeting.

2.5 Chair of the Board. The Board of Directors shall appoint from among its members a Chair of the Board. The Chair of the Board shall, when present, preside over meetings of the Board of Directors and meetings of the shareholders, and shall have such other duties and authority as may be prescribed from time to time by the Board of Directors or as are provided for elsewhere in these Bylaws.

2.6 Compensation. By resolution of the Board, Directors who are not employed by the Corporation may receive reasonable Directors’ fees in the form of cash and/or equity based awards including additional amounts paid to chairs of committees and to members of committees that meet more frequently or for longer periods of time.

2.7 Eligibility for Service as a Director. No person shall be appointed or be eligible for election to the Board of Directors of the Corporation if such person, at the time of the prospective appointment or election, is more than 72 years of age. Notwithstanding the preceding, on an exceptional basis, the Board of Directors, by resolution adopted by a majority of the number of

Directors fixed by these Bylaws, may allow a Director to continue to serve past age 72 for a limited time.

2.8 Director Emeritus. The Board of Directors may from time to time elect one or more former directors as Directors Emeriti. Election as a Director Emeritus shall be in recognition of contributions during his or her tenure on the Board of Directors and in appreciation for loyal and dedicated service. A Director Emeritus shall be elected for a term expiring on the date of the next annual meeting of the Board and will be recognized at the annual meeting. A Director Emeritus is an honorary non-compensated position and not considered a “Director” for the purposes of these Bylaws or for any other purpose, including Section 16 under the Exchange Act. Therefore, Director Emeriti may attend Board meetings and participate in other Board events only at the invitation of the Chair.

ARTICLE III

Committees

3.1 Executive Committee. The Board of Directors, by resolution adopted by a majority of the number of Directors fixed by these Bylaws, may elect an Executive Committee which shall consist of not less than three Directors, including the Chief Executive Officer (if the Chief Executive Officer is also a Director). When the Board of Directors is not in session, the Executive Committee shall have all power vested in the Board of Directors by law, by the Articles of Incorporation, or by these Bylaws, provided that the Executive Committee shall not have power to (i) approve or recommend to shareholders action that the Virginia Stock Corporation Act requires to be approved by shareholders; (ii) fill vacancies on the Board or on any of its committees; (iii) amend the Articles of Incorporation pursuant to §13.1-706 of the Virginia Stock Corporation Act; (iv) adopt, amend, or repeal the Bylaws; (v) approve a plan of merger not requiring shareholder approval; (vi) authorize or approve a distribution, except according to a general formula or method prescribed by the Board of Directors; or (vii) authorize or approve the issuance or sale or contract for sale of shares, or determine the designation and relative rights, preferences, and limitations of a class or series of shares, other than within limits specifically prescribed by the Board of Directors. The Executive Committee shall report at the next regular or special meeting of the Board of Directors all action that the Executive Committee may have taken on behalf of the Board since the last regular or special meeting of the Board of Directors.

3.2 Other Committees. The Board of Directors, by resolution adopted by a majority of the number of Directors fixed by these Bylaws, may establish such other standing or special committees of the Board as it may deem advisable, consisting of not less than two Directors; and the members, terms and authority of such committees shall be as set forth in the resolutions establishing the same.

3.3 Meetings. Regular and special meetings of any Committee established pursuant to this Article may be called and held subject to the same requirements with respect to time, place and notice as are specified in these Bylaws for regular and special meetings of the Board of Directors.

3.4 Quorum and Manner of Acting. A majority of the number of members of any Committee shall constitute a quorum for the transaction of business at such meeting. The action of a majority of those members present at a Committee meeting at which a quorum is present shall constitute the act of the Committee.

3.5 Term of Office. Members of any Committee shall be elected as above provided and shall hold office until their successors are elected by the Board of Directors or until such Committee is dissolved by the Board of Directors.

3.6 Resignation and Removal. Any member of a Committee may resign at any time by giving written notice of his intention to do so to the Chief Executive Officer or the Secretary of the Corporation, or may be removed, with or without cause, at any time by such vote of the Board of Directors as would suffice for his election.

3.7 Vacancies. Any vacancy occurring in a Committee resulting from any cause whatever may be filled by a majority of the number of Directors fixed by these Bylaws.

ARTICLE IV

Officers

4.1 Election of Officers: Terms. The officers of the Corporation shall consist of a Chief Executive Officer, a President, a Chief Financial Officer and a Secretary. Other officers, including one or more Vice Presidents (whose seniority and titles, including Executive Vice Presidents and Senior Vice Presidents, may be specified by the Board of Directors), and assistant and subordinate officers, may from time to time be elected by the Board of Directors. All officers shall hold office until the next annual meeting of the Board of Directors and until their successors are elected. Any two or more offices may be combined in and held by the same person, as the Board of Directors may determine.

4.2 Removal of Officers: Vacancies. Any officer of the Corporation may be removed summarily with or without cause, at any time, by the Board of Directors. Vacancies may be filled by the Board of Directors.

4.3 Duties. The officers of the Corporation shall have such duties as generally pertain to their offices, respectively, as well as such powers and duties as are prescribed by law or are hereinafter provided or as from time to time shall be conferred by the Board of Directors. The Board of Directors may require any officer to give such bond for the faithful performance of his duties as the Board may see fit.

4.4 Duties of the Chief Executive Officer. Subject to the direction and control of the Board of Directors, the Chief Executive Officer shall supervise and control the management of the Corporation, shall be primarily responsible for the implementation of policies of the Board of Directors and shall have such duties and authority as are normally incident to the position of chief executive officer of a corporation and such other duties and authority as may be prescribed from time to time by the Board of Directors or as are provided elsewhere in these Bylaws. The Chief Executive Officer may sign and execute in the name of the Corporation share certificates, deeds, mortgages, bonds, contracts or other instruments except in cases where the signing and execution

thereof shall be expressly delegated by these Bylaws to some other officer or agent of the Corporation or shall be required by law or otherwise to be signed or executed by some other officer of the Corporation.

4.5 Duties of the President. Subject to the direction and control of the Board of Directors and the Chief Executive Officer (if the President is not also the Chief Executive Officer), the President shall supervise and control the operations of the Corporation and shall have such other duties as may be prescribed from time to time by the Board of Directors or the Chief Executive Officer (if the President is not also the Chief Executive Officer) or as are provided elsewhere in these Bylaws. The President may sign and execute in the name of the Corporation share certificates, deeds, mortgages, bonds, contracts or other instruments except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors or the Chief Executive Officer to some other officer or agent of the Corporation or shall be required by law or otherwise to be signed or executed by some other officer of the Corporation.

4.6 Duties of the Vice Presidents. Each Vice President (which term includes any Senior Executive Vice President, Executive Vice President and Senior Vice President), if any, shall have such powers and duties as may from time to time be assigned to him by the Chief Executive Officer or the Board of Directors. Any Vice President may sign and execute in the name of the Corporation deeds, mortgages, bonds, contracts or other instruments authorized by the Board of Directors, except where the signing and execution of such documents shall be expressly delegated by the Board of Directors or the Chief Executive Officer to some other officer or agent of the Corporation or shall be required by law or otherwise to be signed or executed by some other officer of the Corporation.

4.7 Duties of the Chief Financial Officer. The Chief Financial Officer shall (i) be the chief financial officer of the Corporation and have responsibility for all financial affairs of the Corporation, (ii) negotiate the terms of and procure capital required by the Corporation, (iii) be responsible for maintaining adequate financial accounts and records in accordance with generally accepted accounting principles and applicable laws and regulations, (iv) be responsible for the Corporation's internal control over financial reporting, (v) have charge of and be responsible for all funds, securities, receipts and disbursements of the Corporation, (vi) deposit all monies and securities of the Corporation in such banks and depositories as shall be designated by the Board of Directors, and (vii) otherwise perform all duties incident to the office of Chief Financial Officer and such other duties as from time to time may be assigned to him by the Board of Directors or the Chief Executive Officer. The Chief Financial Officer may sign and execute in the name of the Corporation share certificates, deeds, mortgages, bonds, contracts or other instruments, except in cases where the signing and the execution thereof shall be expressly delegated by the Board of Directors or by these Bylaws to some other officer or agent of the Corporation or shall be required by law or otherwise to be signed or executed by some other officer of the Corporation.

4.8 Duties of the Secretary. The Secretary shall act as secretary of all meetings of the Board of Directors and shareholders of the Corporation. When requested, the Secretary shall also act as secretary of the meetings of the committees of the Board. The Secretary (i) shall keep and preserve the minutes of all such meetings in permanent books; (ii) shall see that all notices required to be given by the Corporation are duly given and served; (iii) shall have custody of the seal of the Corporation and shall affix the seal or cause it to be affixed by facsimile or otherwise to all share

certificates of the Corporation and to all documents the execution of which on behalf of the Corporation under its corporate seal is required in accordance with law or the provisions of these Bylaws; (iv) shall have custody of all deeds, leases, contracts and other important corporate documents; (v) shall have charge of the books, records and papers of the Corporation relating to its organization and management as a Corporation; (vi) shall see that all reports, statements and other documents required by law (except tax returns) are properly filed; and (vii) shall in general perform all the duties incident to the office of Secretary and such other duties as from time to time may be assigned to him by the Board of Directors or the Chief Executive Officer. The Secretary may sign and execute in the name of the Corporation share certificates, except in cases where the signing and the execution thereof shall be expressly delegated by the Board of Directors or by these Bylaws to some other officer or agent of the Corporation or shall be required by law or otherwise to be signed or executed by some other officer of the Corporation.

4.9 Compensation. The Board of Directors shall have authority to fix the compensation of all officers of the Corporation.

ARTICLE V

Capital Stock

5.1 Form. The shares of capital stock of the Corporation may be evidenced by certificates in forms prescribed by the Board of Directors and executed in any manner permitted by law and stating thereon the information required by law. Alternatively, some or all of the shares of capital stock of the Corporation may be issued without certificates in which case, within a reasonable time after issuance or transfer, the Corporation shall send or cause to be sent to the shareholder a written statement that shall include the information required by law to be set forth on certificates for shares of capital stock. Transfer agents and/or registrars for one or more classes of shares of the Corporation may be appointed by the Board of Directors and may be required to countersign certificates representing shares of such class or classes. If any officer whose signature or facsimile thereof shall have been used on a share certificate shall for any reason cease to be an officer of the Corporation and such certificate shall not then have been delivered by the Corporation, it may thereafter be issued and delivered as though such person had not ceased to be an officer of the Corporation.

5.2 Lost, Destroyed and Mutilated Certificates. Holders of certificated shares of the Corporation shall immediately notify the Corporation of any loss, destruction or mutilation of the certificate therefor, and the Board of Directors may in its discretion cause one or more new certificates or uncertificated shares for the same number of shares in the aggregate to be issued to such shareholder upon the surrender of the mutilated certificate or upon satisfactory proof of such loss or destruction, and the deposit of a bond in such form and amount and with such surety as the Board of Directors may require.

5.3 Transfer of Shares. The Board of Directors may make rules and regulations concerning the issue, registration and transfer of shares and/or certificates representing the shares of the Corporation. The certificated shares of the Corporation shall be transferable or assignable only on the books of the Corporation by the holder in person or by attorney on surrender of the duly endorsed certificate for such shares accompanied by written assignment, and, if sought to be

transferred by attorney, accompanied by a written power of attorney to have the same transferred on the books of the Corporation. Uncertificated shares shall be transferable or assignable only on the books of the Corporation upon proper instruction from the holder of such shares. The Corporation will recognize, however, the exclusive right of the person registered on its books as the owner of shares to receive dividends or other distributions and to vote as such owner.

5.4 Fixing Record Date. For the purpose of determining shareholders entitled to notice of or to vote at any meeting of shareholders or any adjournment thereof, or entitled to receive payment of any dividend or other distribution, or in order to make a determination of shareholders for any other proper purpose, the Board of Directors may fix in advance a date as the record date for any such determination of shareholders, such date in any case to be not more than 70 days prior to the date on which the particular action, requiring such determination of shareholders, is to be taken. If no record date is fixed for the determination of shareholders entitled to notice of or to vote at a meeting of shareholders, or shareholders entitled to receive payment of a dividend or other distribution, the date on which notices of the meeting are mailed or the date on which the resolution of the Board of Directors declaring such dividend or other distribution is adopted, as the case may be, shall be the record date for such determination of shareholders. When a determination of shareholders entitled to vote at any meeting of shareholders has been made as provided in this section, such determination shall apply to any adjournment thereof unless the Board of Directors fixes a new record date, which it shall do if the meeting is adjourned to a date more than 120 days after the date fixed for the original meeting.

5.5 Control Share Acquisition Statute. Article 14.1 of the Virginia Stock Corporation Act shall not apply to acquisitions of shares of capital stock of the Corporation.

ARTICLE VI

Miscellaneous Provisions

6.1 Seal. The seal of the Corporation shall consist of a circular design with the words “Owens & Minor, Inc.” around the top margin thereof, “Richmond, Virginia” around the lower margin thereof and the word “Seal” in the center thereof.

6.2 Fiscal Year. The fiscal year of the Corporation shall end on such date and shall consist of such accounting periods as may be fixed by the Board of Directors.

6.3 Checks, Notes and Drafts. Checks, notes, drafts and other orders for the payment of money shall be signed by such persons as the Board of Directors from time to time may authorize. When the Board of Directors so authorizes, however, the signature of any such person may be a facsimile.

6.4 Amendment of Bylaws. Unless proscribed by the Articles of Incorporation, these Bylaws may be amended or altered at any meeting of the Board of Directors by affirmative vote of a majority of the number of Directors fixed by these Bylaws. The shareholders entitled to vote in respect of the election of Directors, however, shall have the power to rescind, amend, alter or repeal any Bylaws and, subject to the limitations set forth in the Virginia Stock Corporation Act,

to enact Bylaws which, if expressly so provided, may not be amended, altered or repealed by the Board of Directors.

6.5 Voting of Shares Held. Unless otherwise provided by resolution of the Board of Directors or of the Executive Committee, if any, the Chief Executive Officer may cast the vote which the Corporation may be entitled to cast as a shareholder or otherwise in any other corporation, any of whose securities may be held by the Corporation, at meetings of the holders of the shares or other securities of such other corporation, or to consent in writing to any action by any such other corporation, or in lieu thereof, from time to time appoint an attorney or attorneys or agent or agents of the Corporation, in the name and on behalf of the Corporation, to cast such votes or give such consents. The Chief Executive Officer shall instruct any person or persons so appointed as to the manner of casting such votes or giving such consent and may execute or cause to be executed on behalf of the Corporation, and under its corporate seal or otherwise, such written proxies, consents, waivers or other instruments as may be necessary or proper.

ARTICLE VII

Emergency Bylaws

7.1 The Emergency Bylaws provided in this Article VII shall be operative during any emergency, notwithstanding any different provision in the preceding Articles of these Bylaws or in the Articles of Incorporation of the Corporation or in the Virginia Stock Corporation Act (other than those provisions relating to emergency bylaws). An emergency exists if a quorum of the Corporation's Board of Directors cannot readily be assembled because of some catastrophic event. To the extent not inconsistent with these Emergency Bylaws, the Bylaws provided in the preceding Articles shall remain in effect during such emergency and upon the termination of such emergency, the Emergency Bylaws shall cease to be operative unless and until another such emergency shall occur.

7.2 During any such emergency:

(a) Any meeting of the Board of Directors may be called by any officer of the Corporation or by any Director. The notice thereof shall specify the time and place of the meeting. To the extent feasible, notice shall be given in accord with Section 2.4 above, but notice may be given only to such of the Directors as it may be feasible to reach at the time, by such means as may be feasible at the time, including publication or radio, and at a time less than twenty-four hours before the meeting if deemed necessary by the person giving notice. Notice shall be similarly given, to the extent feasible, to the other persons referred to in (b) below.

(b) At any meeting of the Board of Directors, a quorum shall consist of a majority of the number of Directors fixed at the time by these Bylaws. If the Directors present at any particular meeting shall be fewer than the number required for such quorum, other persons present as referred to below, to the number necessary to make up such quorum, shall be deemed Directors for such particular meeting as determined by the following provisions and in the following order of priority:

(i) Vice-Presidents not already serving as Directors, in the order of their seniority of first election to such offices, or if two or more shall have been first elected to such offices on the same day, in the order of their seniority in age;

(ii) All other officers of the Corporation in the order of their seniority of first election to such offices, or if two or more shall have been first elected to such offices on the same day, in the order of their seniority in age; and

(iii) Any other persons that are designated on a list that shall have been approved by the Board of Directors before the emergency, such persons to be taken in such order of priority and subject to such conditions as may be provided in the resolution approving the list.

(c) The Board of Directors, during as well as before any such emergency, may provide, and from time to time modify, lines of succession in the event that during such an emergency any or all officers or agents of the Corporation shall for any reason be rendered incapable of discharging their duties.

(d) The Board of Directors, during as well as before any such emergency, may, effective in the emergency, change the principal office, or designate several alternative offices, or authorize the officers so to do.

7.3 No officer, Director or employee shall be liable for action taken in good faith in accordance with these Emergency Bylaws.

7.4 These Emergency Bylaws shall be subject to repeal or change by further action of the Board of Directors or by action of the shareholders, except that no such repeal or change shall modify the provisions of the next preceding paragraph with regard to action or inaction prior to the time of such repeal or change. Any such amendment of these Emergency Bylaws may make any further or different provision that may be practical and necessary for the circumstances of the emergency.

ARTICLE VIII

Exclusive Forum

8.1 Unless the Corporation consents in writing to the selection of an alternative forum, the sole and exclusive forum for (i) any derivative action or proceeding brought on behalf of the Corporation, (ii) any action asserting a claim of breach of a duty owed by any director or officer or other employee of the Corporation to the Corporation or the Corporation's shareholders, (iii) any action asserting a claim against the Corporation or any director or officer or other employee of the Corporation arising pursuant to any provision of the Virginia Stock Corporation Act, the Articles of Incorporation of the Corporation or these Bylaws (as either may be amended from time to time), or (iv) any action asserting a claim against the Corporation or any director or officer or other employee of the Corporation governed by the internal affairs doctrine shall be the United States District Court for the Eastern District of Virginia, (or, if United States District Court for the Eastern District of Virginia lacks subject matter jurisdiction, another state or federal court located within the Commonwealth of Virginia).

8.2 Unless the Corporation consents in writing to the selection of an alternative forum, the federal district courts of the United States of America shall, to the fullest extent permitted by law, be the sole and exclusive forum for the resolution of any complaint asserting a cause of action arising under the Securities Act.

8.3 Any person or entity purchasing or otherwise acquiring or holding any interest in shares of capital stock of the Corporation shall be deemed to have notice of, and consented to, the provisions of this Article VIII.

Amended 10/28/2022

COMMONWEALTH OF VIRGINIA
STATE CORPORATION COMMISSION

AT RICHMOND, AUGUST 5, 2008

The State Corporation Commission has found the accompanying articles submitted on behalf of
Owens & Minor, Inc.

to comply with the requirements of law, and confirms payment of all required fees. Therefore, it
is ORDERED that this

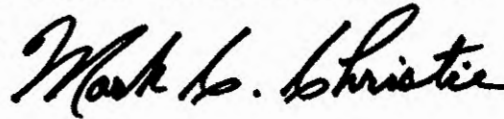
CERTIFICATE OF RESTATEMENT

be issued and admitted to record with the articles of restatement in the Office of the Clerk of the
Commission, effective August 5, 2008.

The corporation is granted the authority conferred on it by law in accordance with the articles,
subject to the conditions and restrictions imposed by law.

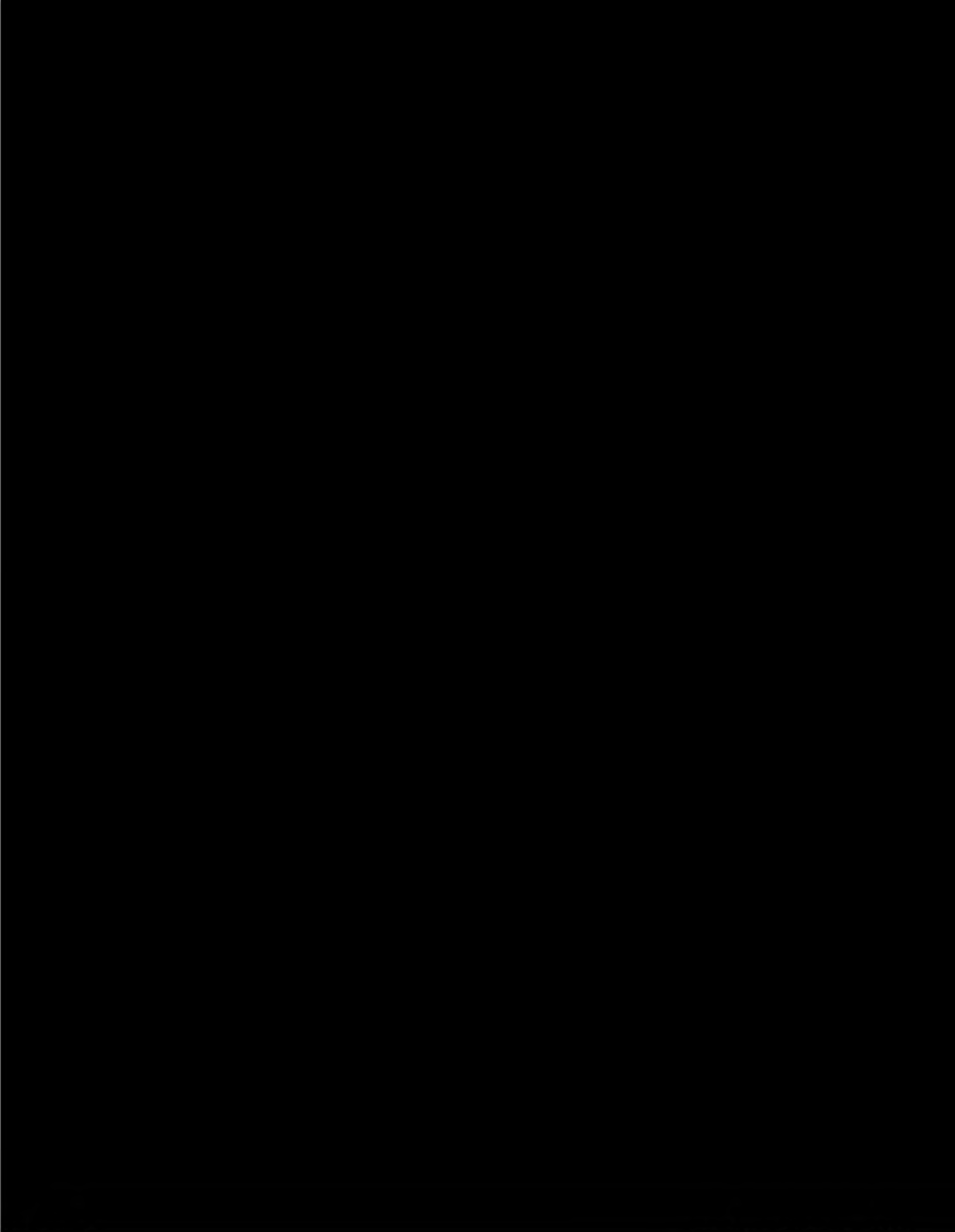
STATE CORPORATION COMMISSION

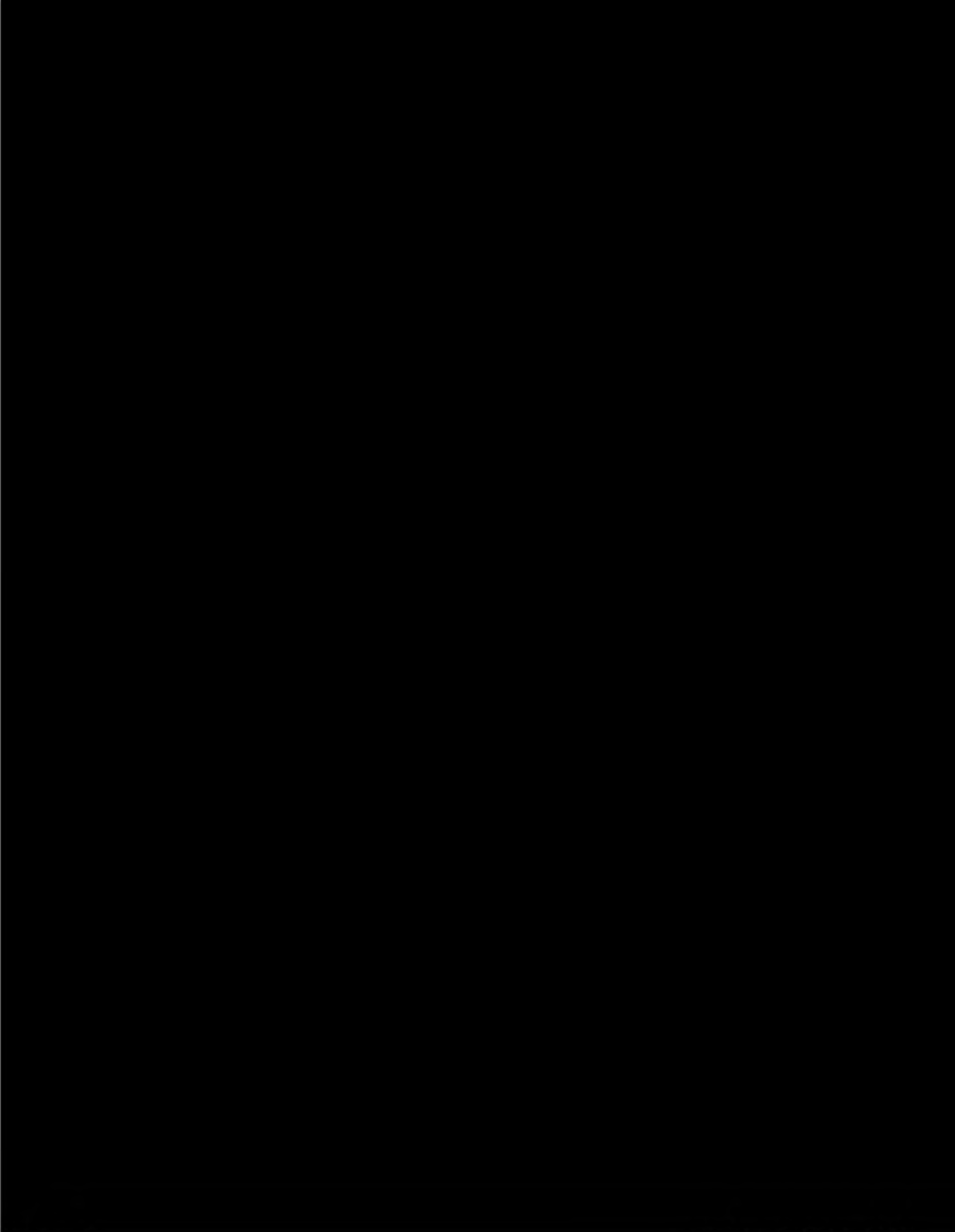
By

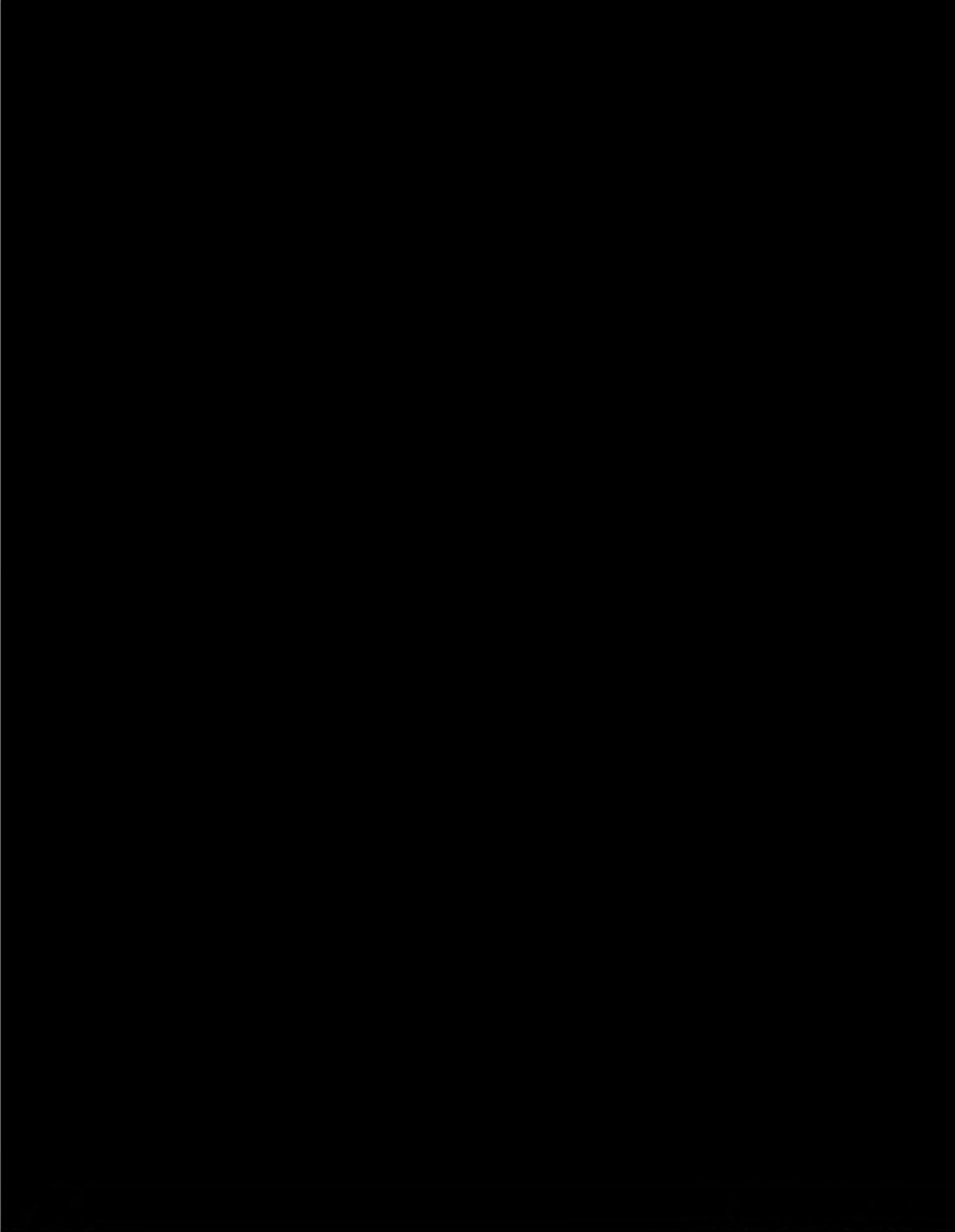
A handwritten signature in black ink, reading "Mark L. Christie". The signature is written in a cursive, flowing style.

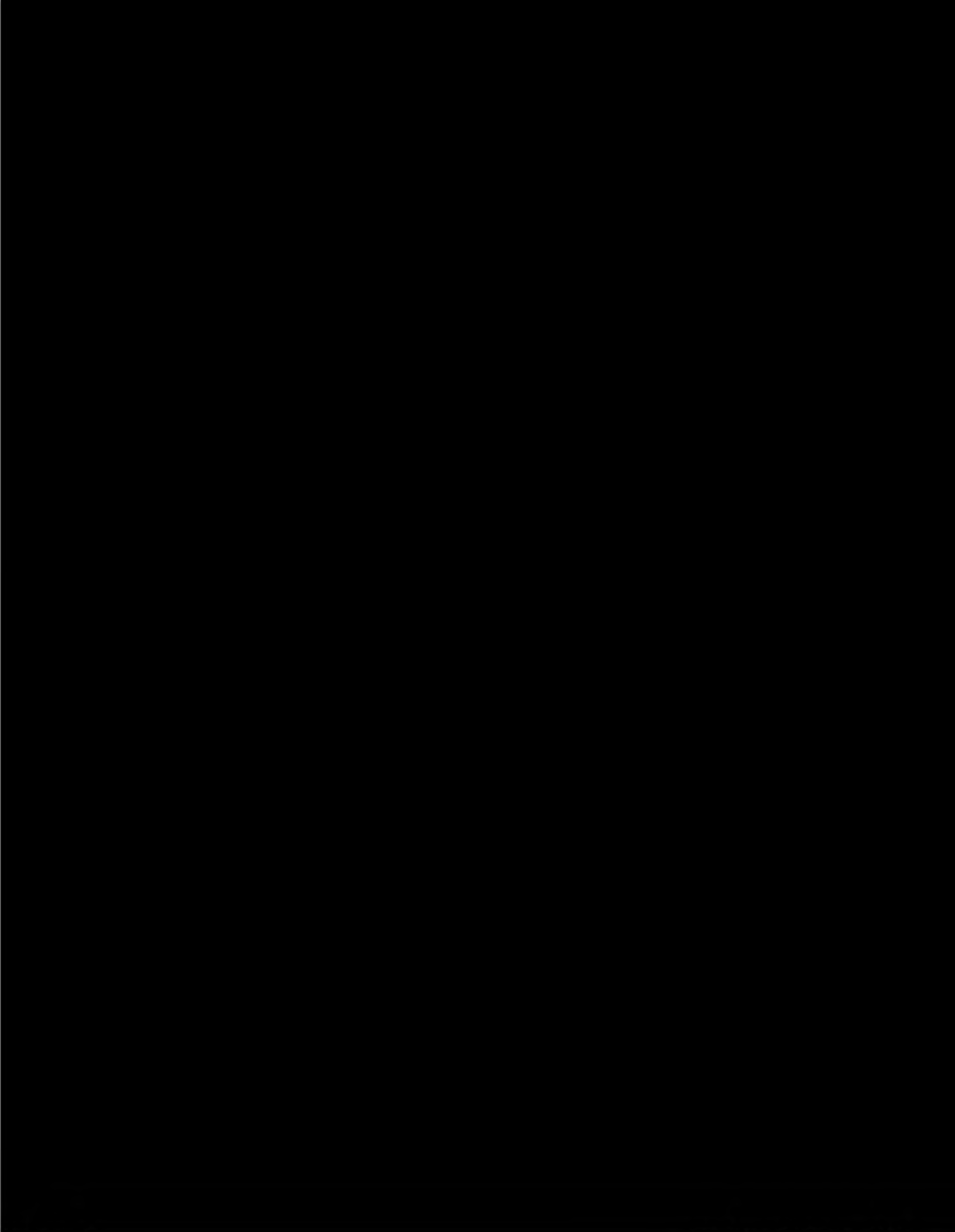
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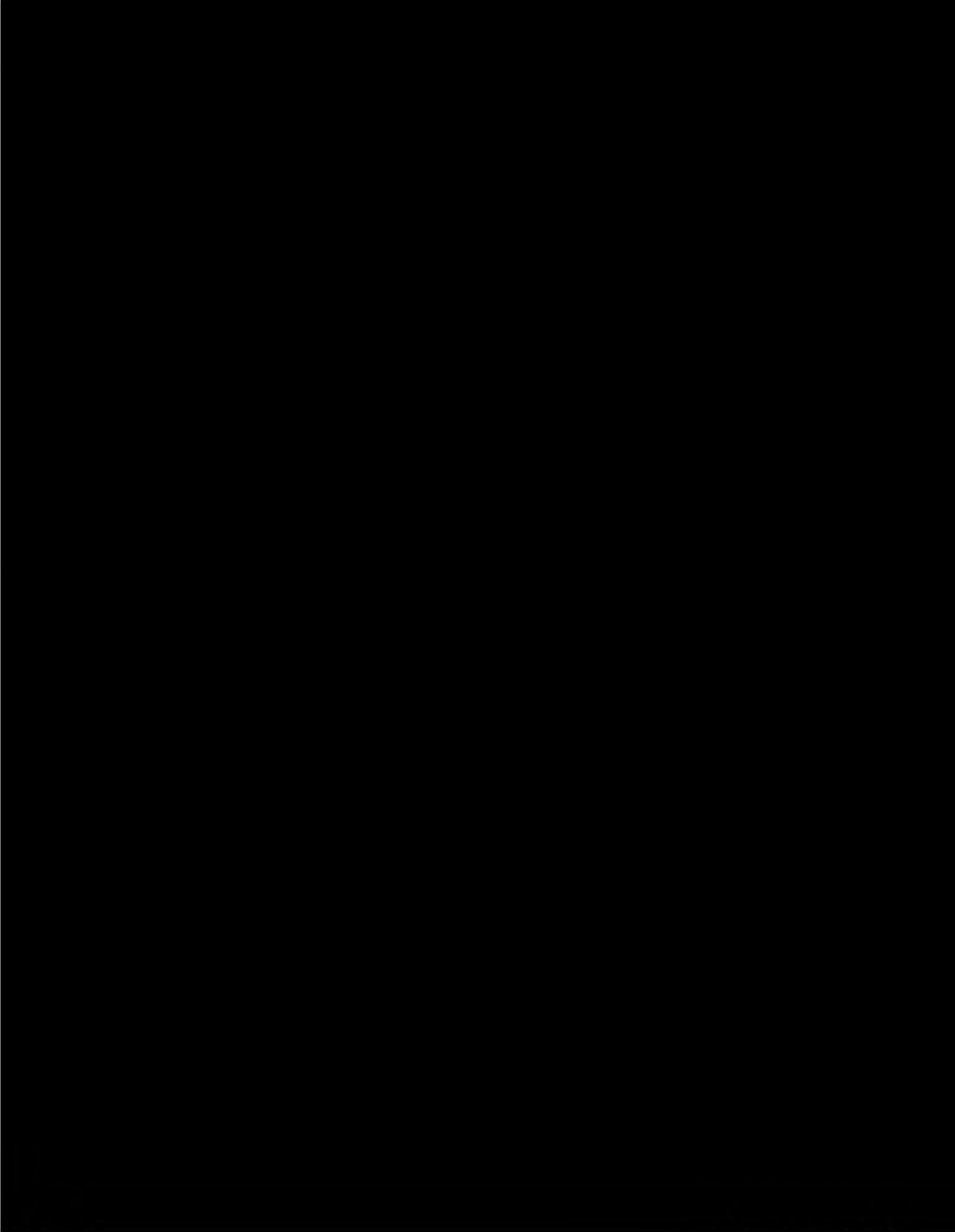
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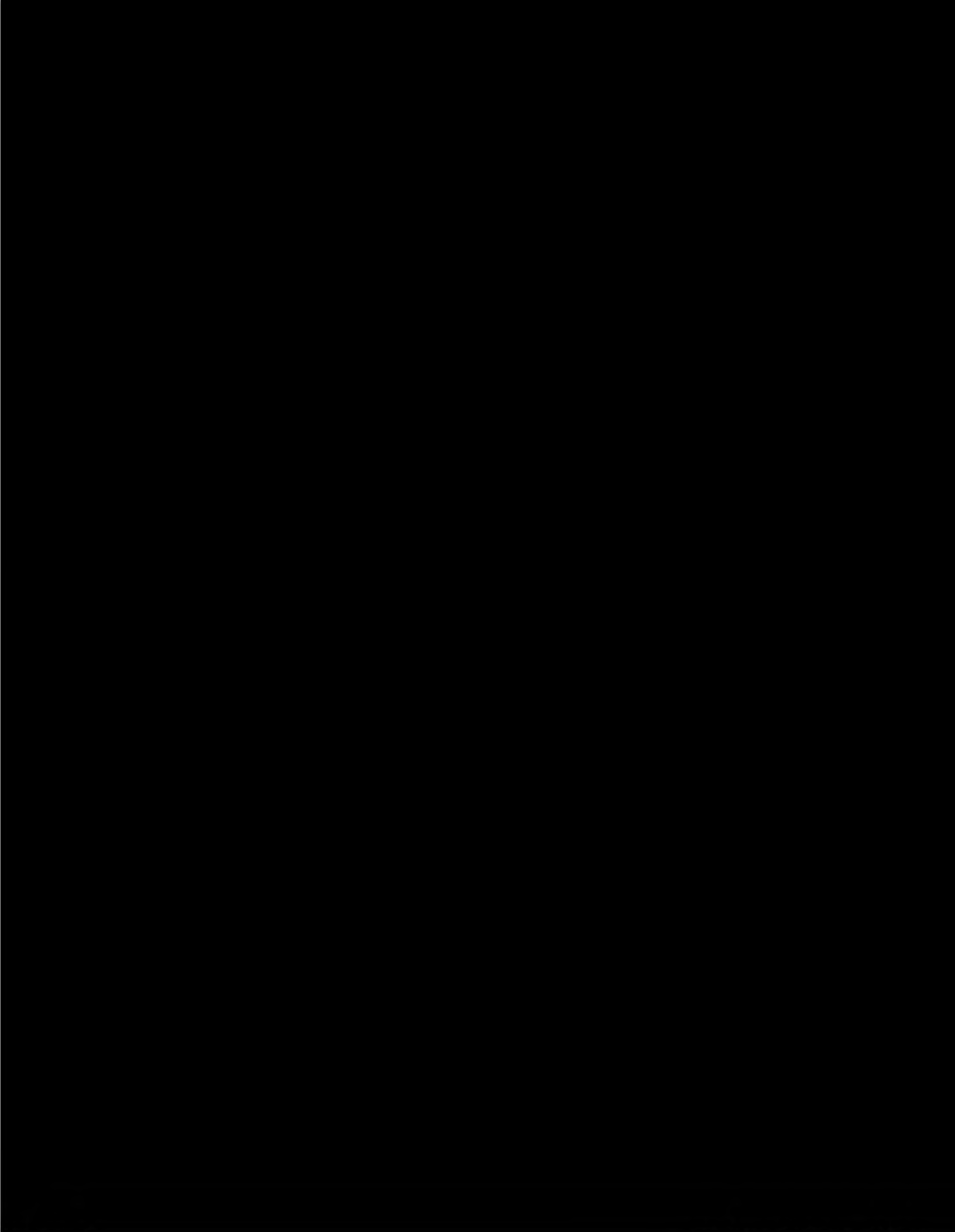


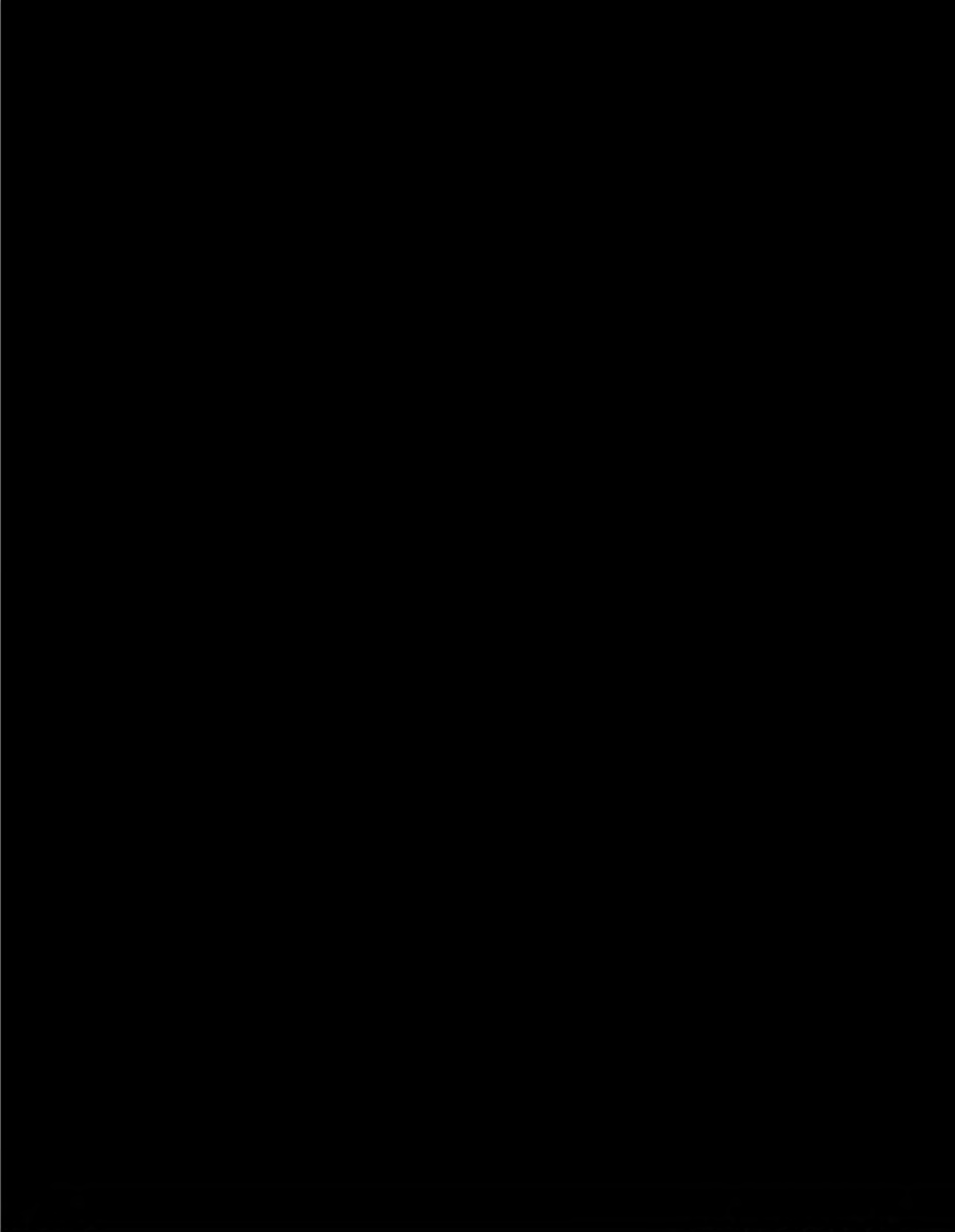


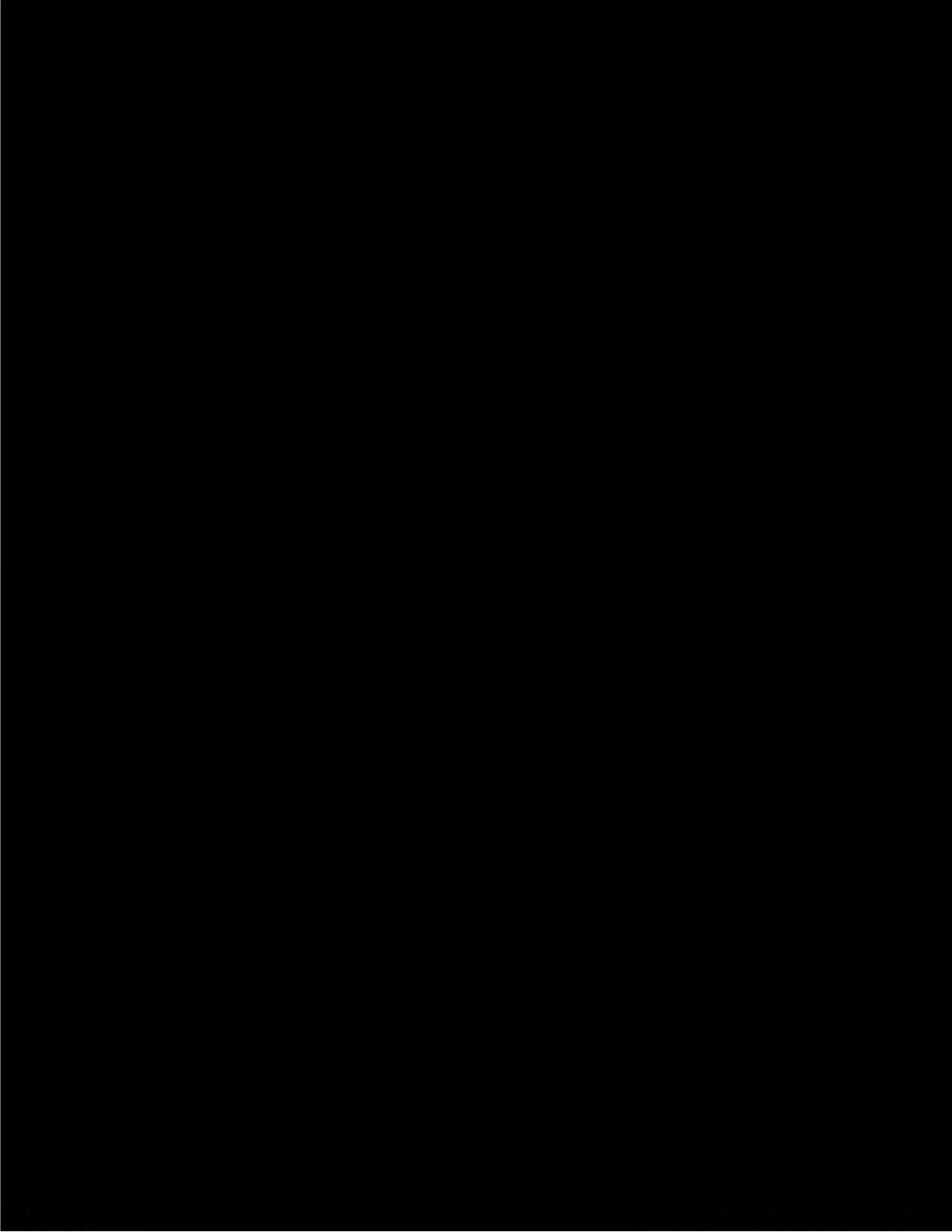


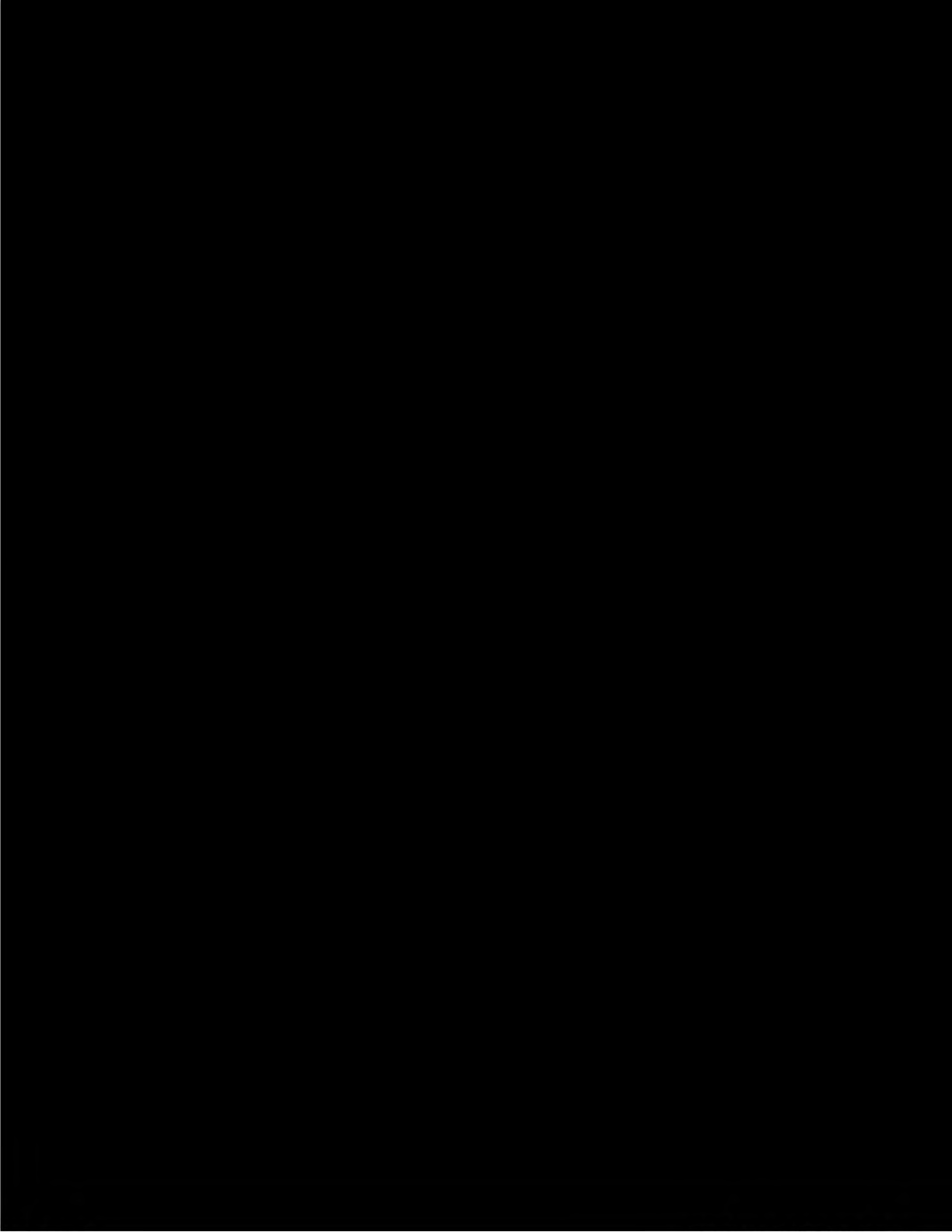


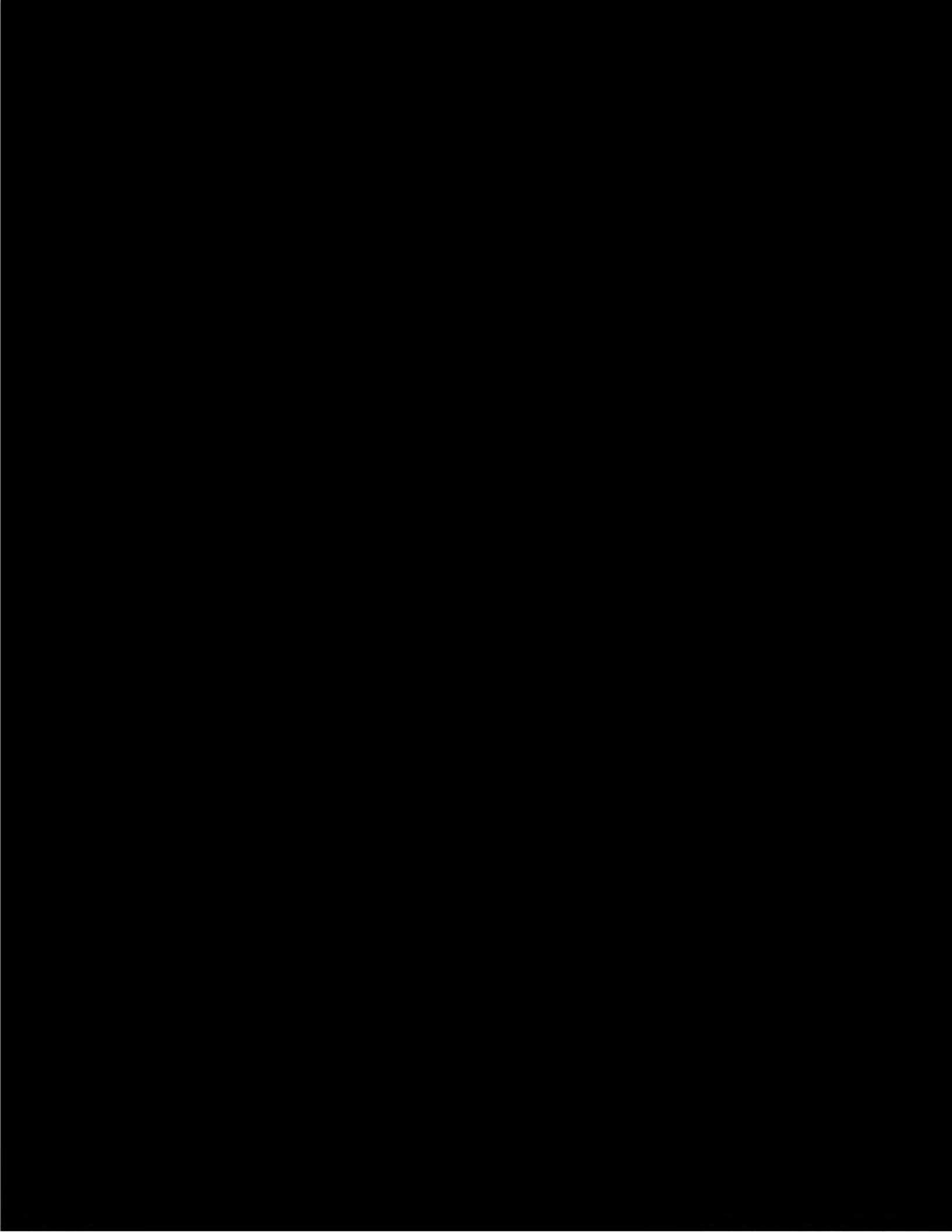


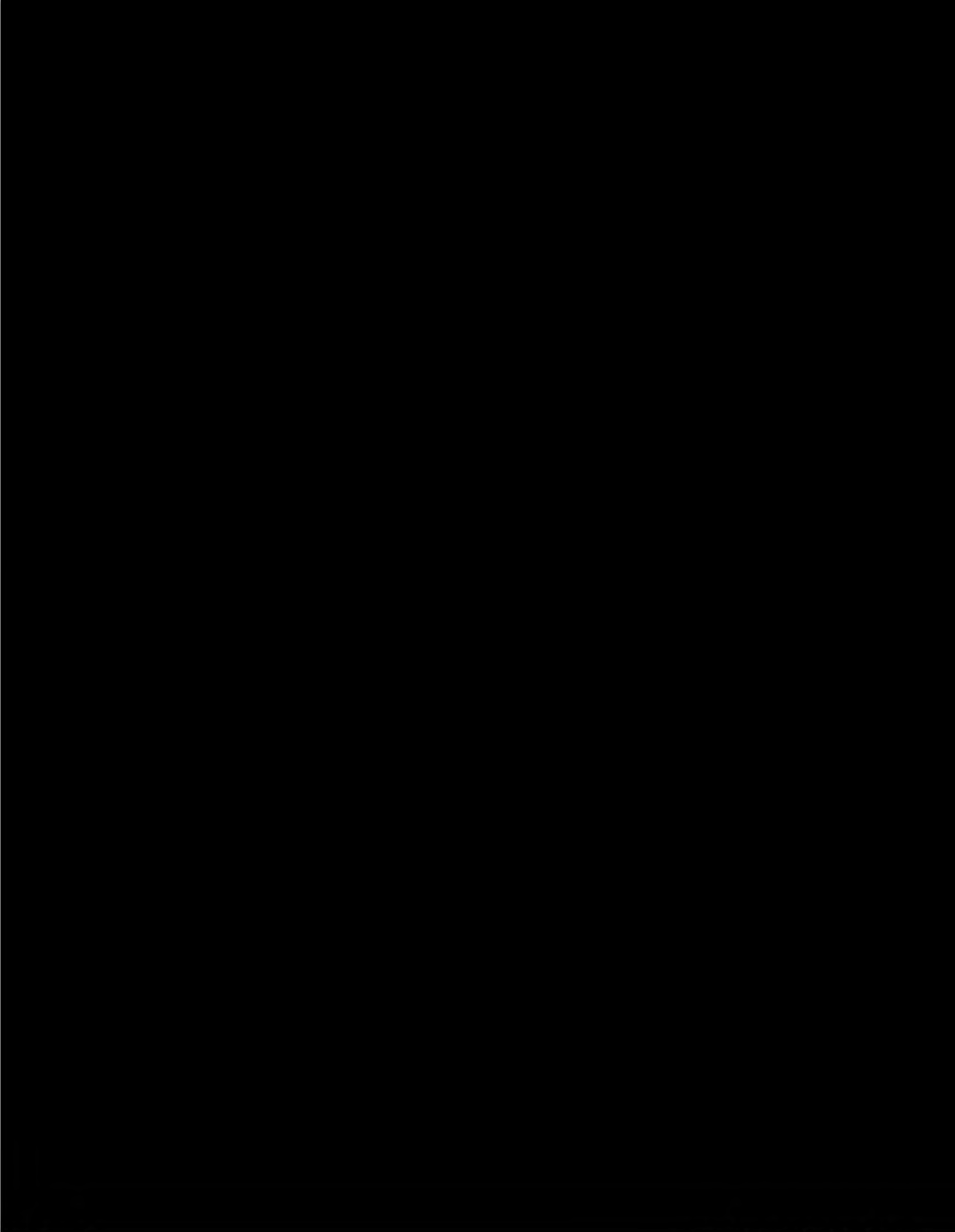


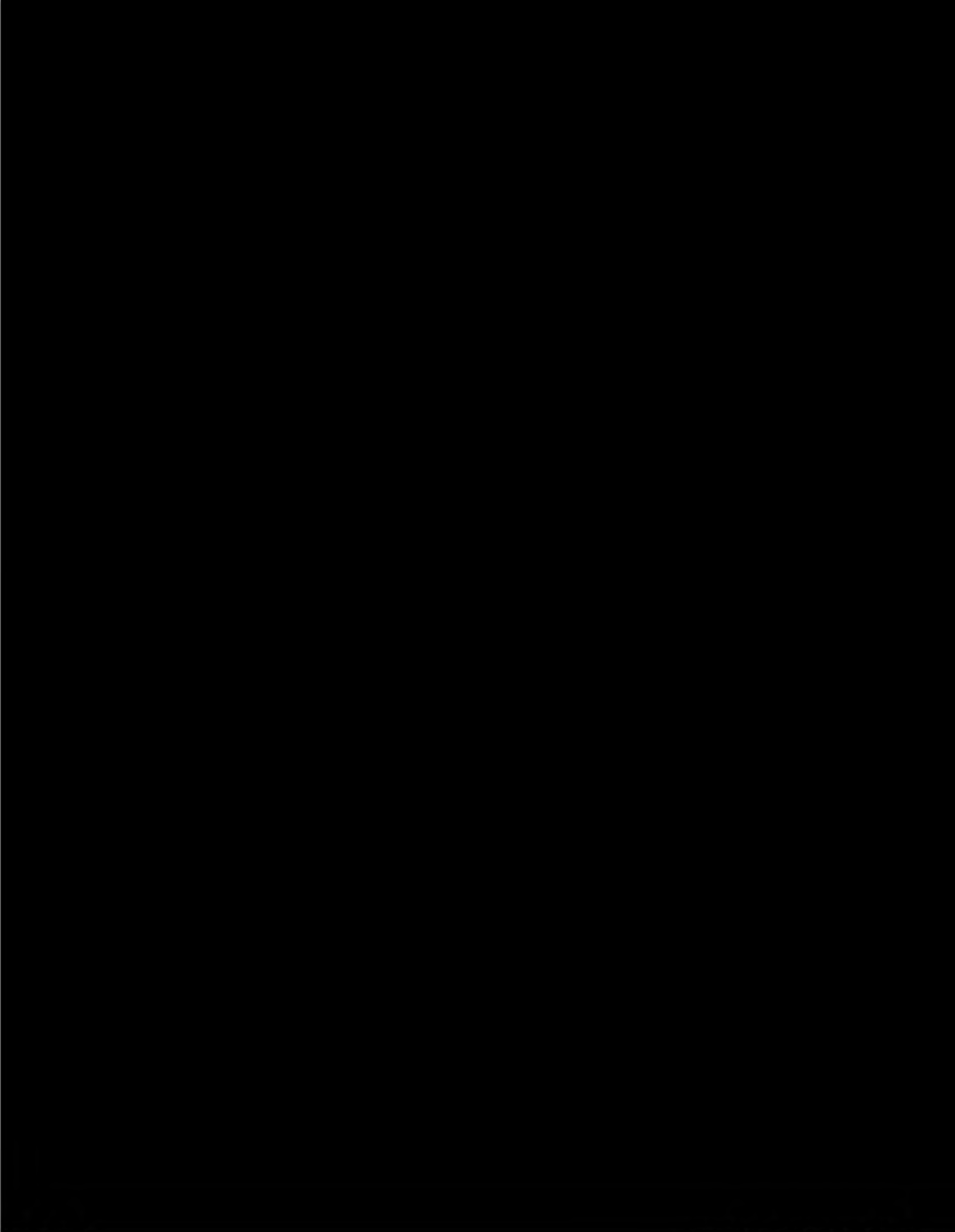


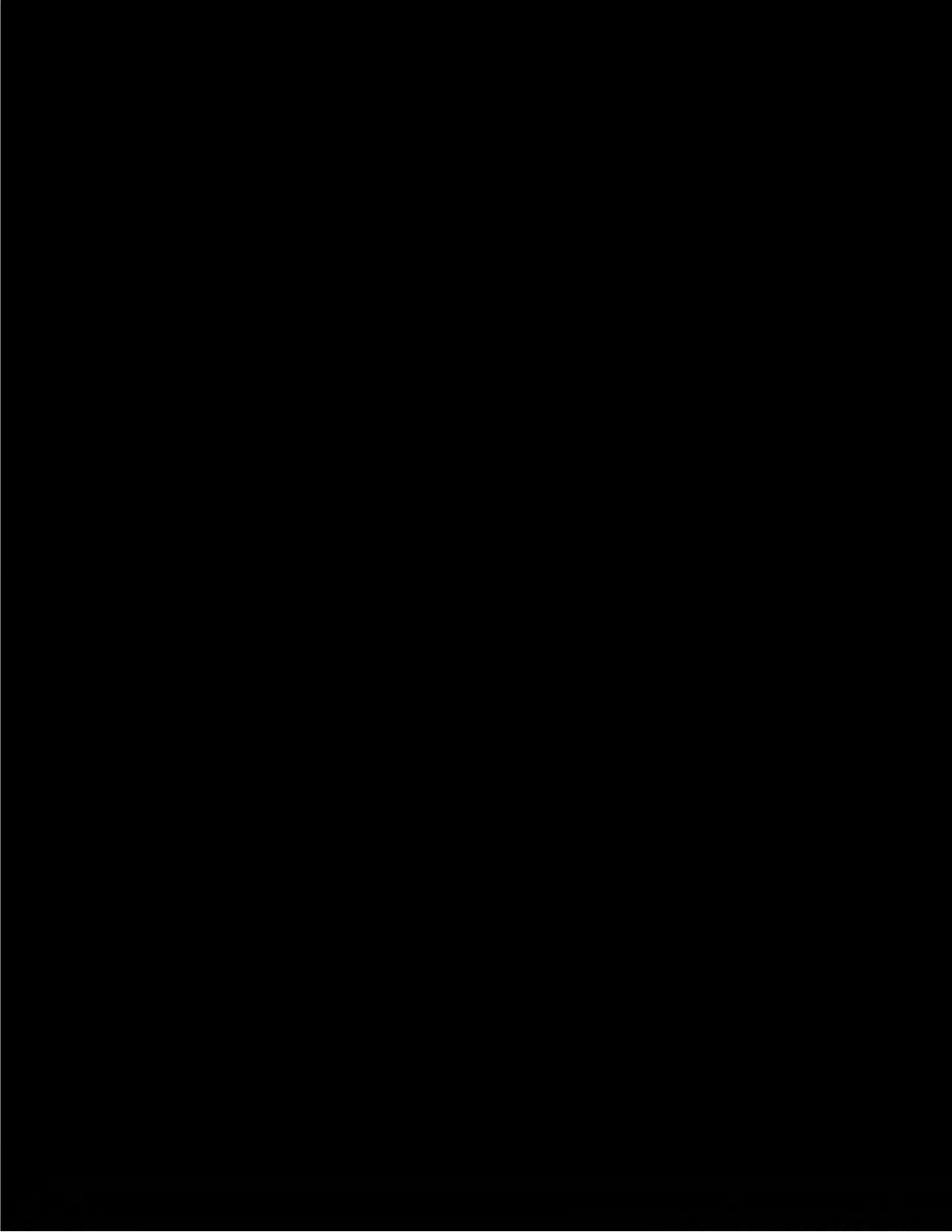


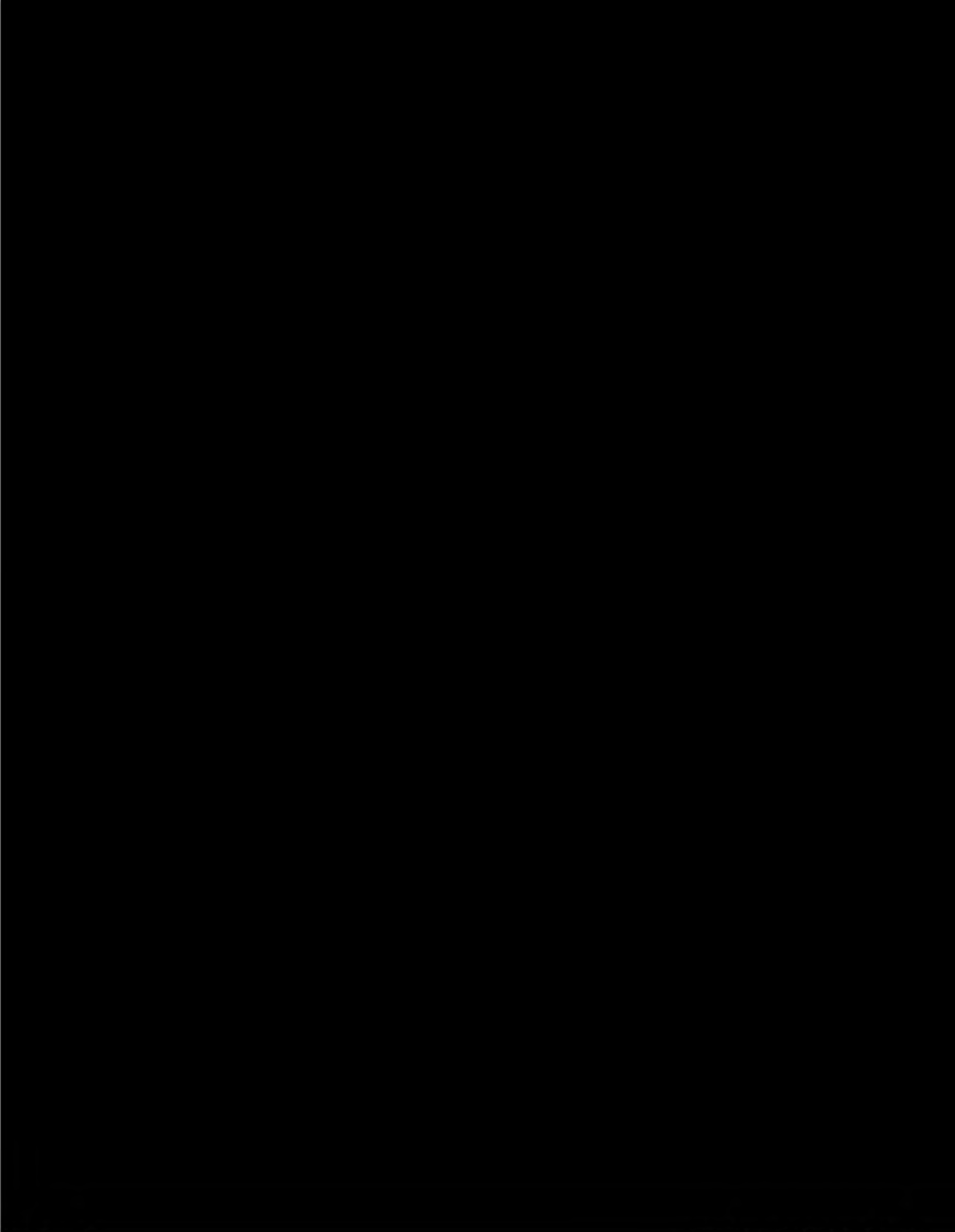


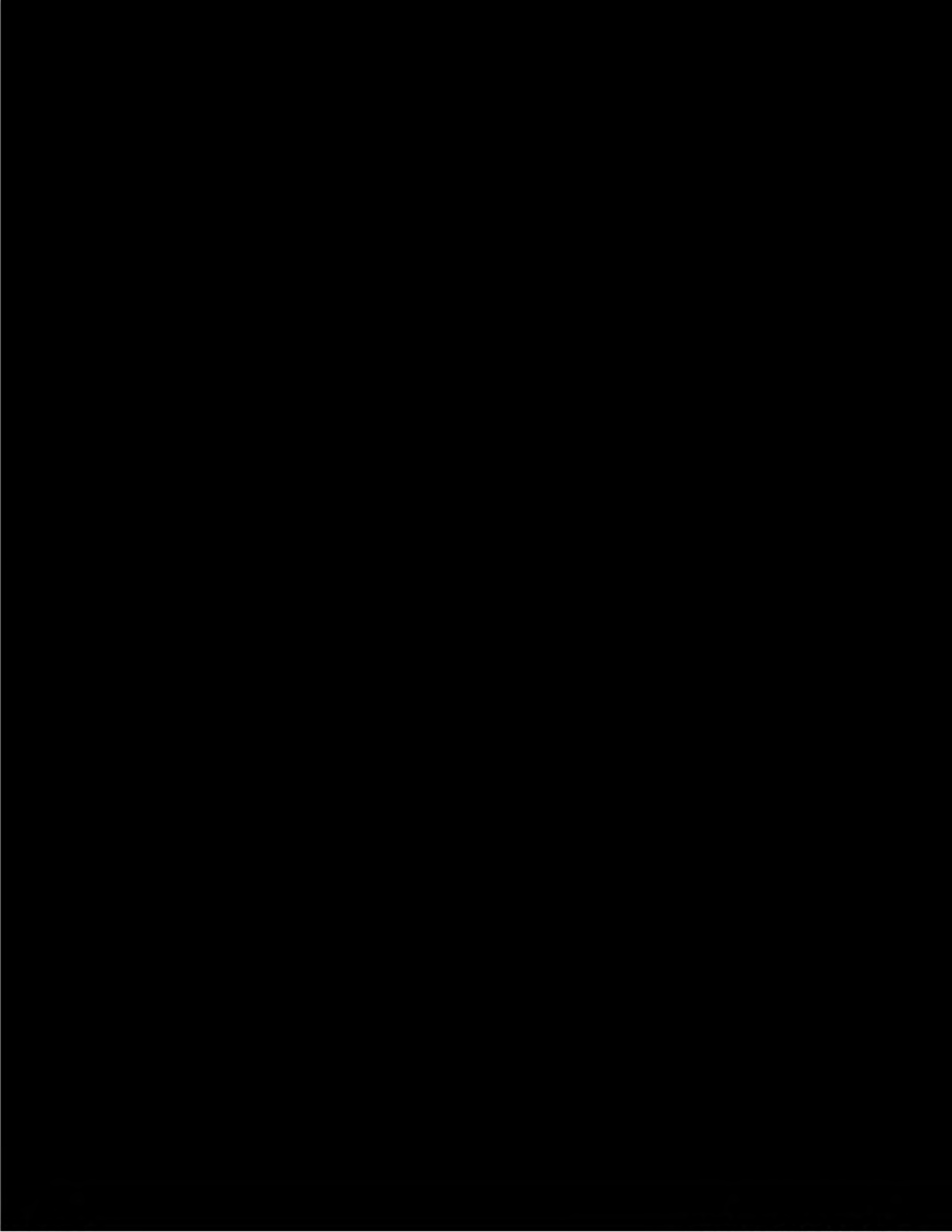


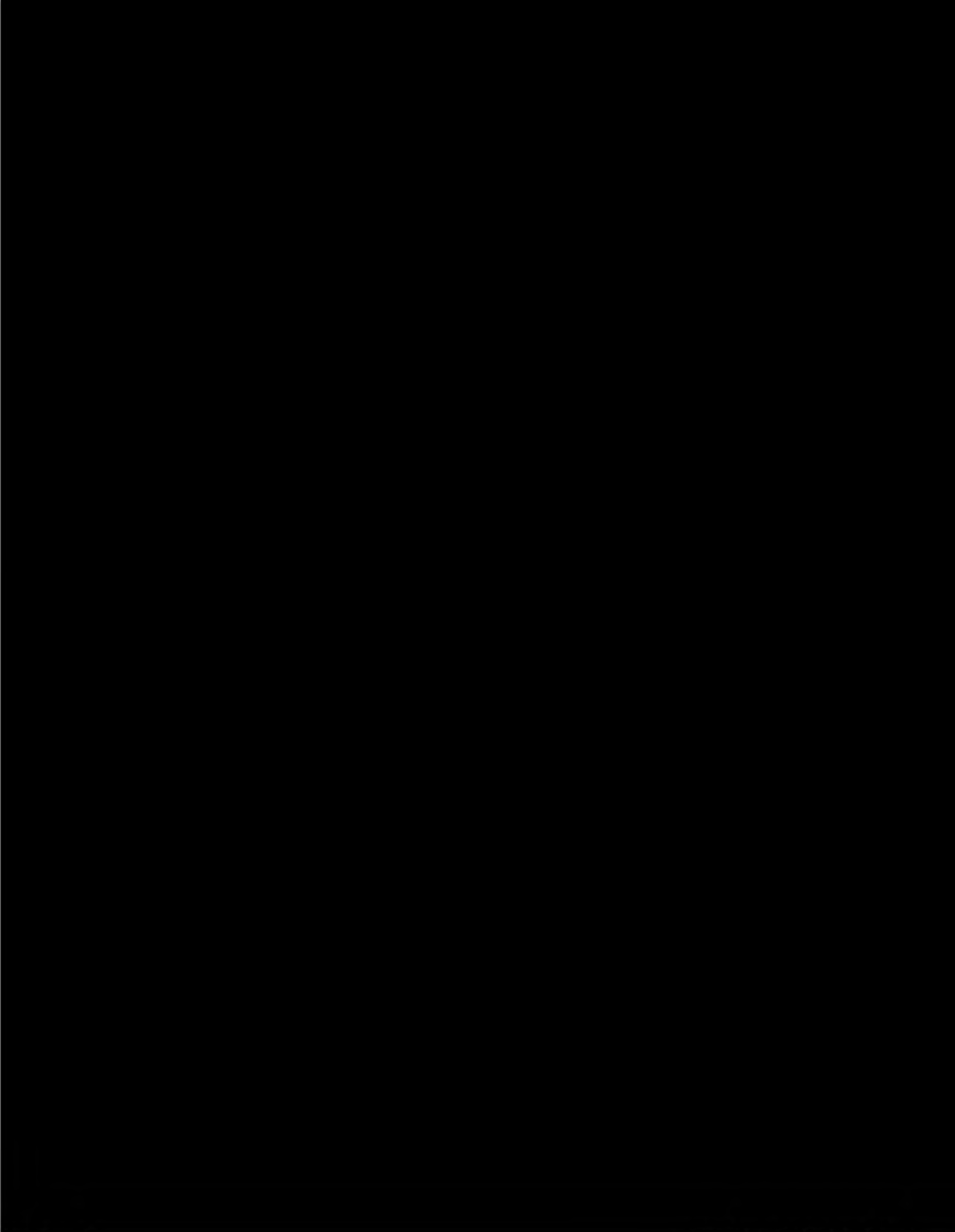












AGREEMENT OF MERGER OF
OWENS & MINOR MEDICAL, INC.
(a Virginia corporation)

INTO
OWENS & MINOR DISTRIBUTION, INC.
(a Virginia corporation)

Section 1. Owens & Minor Medical, Inc. ("OMI") shall, at 11:59 p.m. on December 31, 2001 (the "Effective Time of the Merger"), be merged (the "Merger") into Owens & Minor Distribution, Inc. ("OMD"), which shall be the Surviving Corporation.

Section 2. Conversion of Stock. At the Effective Time of the Merger:

- (i) Each share of OMD Common Stock outstanding immediately prior to the Effective Time of the Merger shall continue unchanged as a share of Common Stock of the Surviving Corporation.
- (ii) Because Owens & Minor, Inc. is the sole shareholder of both OMD and OMI, each share of OMI Common Stock or other capital stock outstanding immediately prior to the Effective Time of the Merger shall be canceled in lieu of the issuance of additional shares of OMD Common Stock or other capital stock in exchange therefor, the transfer books of OMI shall be closed, and no further transfer of OMI Common Stock or other capital stock shall be permitted.

Section 3. Articles of Incorporation, Bylaws and Directors of the Surviving Corporation. At the Effective Time of the Merger, there shall be no change caused by the Merger in the Articles of Incorporation (except any change caused by the filing of Articles of Merger relating to the Merger), Bylaws, or Board of Directors of OMD.

Section 4. Conditions to Merger. Consummation of the Merger is subject to the following conditions:

- (i) The approving vote of the sole shareholder of the outstanding shares of OMI Common Stock.
- (ii) The approving vote of the sole shareholder of the outstanding shares of OMD Common Stock.
- (iii) The approval of the Merger by the State Corporation Commission of the Commonwealth of Virginia.

Section 5. Effect of the Merger. The Merger, upon the Effective Time of the Merger, shall have the effect provided by Section 13.1-721 of the Code of Virginia.

Section 6. Reorganization. The Merger is intended to qualify as a "reorganization" under, and this Agreement of Merger is intended to be a plan of reorganization for the purposes of, Section 368(a) of the Internal Revenue Code of 1986, as amended.

The parties have executed this Agreement of Merger as of September 24, 2001..

OWENS & MINOR MEDICAL, INC.

By: 
Title: Senior Vice President

OWENS & MINOR DISTRIBUTION, INC.

By: 
Title: Senior Vice President

**AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
OWENS & MINOR MEDICAL, INC.**

ARTICLE I.

Name

The name of the Corporation shall be OWENS & MINOR MEDICAL, INC.

ARTICLE II.

Purposes.

The purposes for which the Corporation is formed are:

1. To buy, sell, distribute and trade in medical and surgical supplies and equipment, pharmaceuticals, drugs and merchandise of every sort, class and description at wholesale or at retail, as principal or as agent, alone or in partnership with any other person, firm or corporation within and without the Commonwealth of Virginia and the United States of America and to do and perform every act and to carry on every business which shall be incidental thereto.

2. In addition, the Corporation shall have the power to transact any and all lawful business not required to be stated specifically in the articles of incorporation for which corporations may be incorporated under Chapter I of Title 13.1 of the Code of Virginia of 1950 as in effect on the effective date of these Articles or as amended subsequently thereto.

ARTICLE III.

Capital Stock.

The number of shares that the Corporation shall have authority to issue shall be 30,000,000 shares of Common Stock, \$2.00 par value.

No holder of outstanding shares shall have any preemptive right with respect to (i) any shares of any class of the Corporation, whether now or hereafter authorized, (ii) any warrants, rights or options to purchase any such shares or (iii) any obligations convertible into any such shares or into warrants, rights or options to purchase any such shares.

ARTICLE IV.

IV-1

Limit on Liability and Indemnification

1. Definitions. For purposes of this Article IV, the following terms shall have the meanings indicated:

- (a) "applicant" means the person seeking indemnification pursuant to this Article IV;
- (b) "expenses" includes counsel fees;
- (c) "liability" means the obligation to pay a judgment, settlement, penalty, fine, including any excise tax assessed with respect to an employee benefit plan, or reasonable expenses incurred with respect to a proceeding;
- (d) "party" includes an individual who was, is, or is threatened to be made a named defendant or respondent in a proceeding; and
- (e) "proceeding" means any threatened, pending, or completed action, suit, or proceeding, whether civil, criminal, administrative or investigative and whether formal or informal.

2. Limitation of Liability. In any proceeding brought by a shareholder of the Corporation in the right of the Corporation or brought by or on behalf of shareholders of the Corporation, no director or officer of the Corporation shall be liable to the Corporation or its shareholders for monetary damages with respect to any transaction, occurrence or course of conduct, whether prior or subsequent to the effective date of this Article IV, except for liability resulting from such person's having engaged in willful misconduct or a knowing violation of the criminal law or any federal or state securities law.

3. Indemnification. The Corporation shall indemnify (i) any person who was or is a party to any proceeding, including a proceeding brought by a shareholder in the right of the Corporation or brought by or on behalf of shareholders of the Corporation, by reason of the fact that he is or was a director or officer of the Corporation, and (ii) any director or officer who is or was serving at the request of the Corporation as a director, trustee, partner or officer of another corporation, partnership, joint venture, trust, employee benefit plan or other enterprise, against any liability incurred by him in connection with such proceeding unless he engaged in willful misconduct or a knowing violation of the criminal law. A person is considered to be serving an employee benefit plan at the Corporation's request if his duties to the Corporation also impose duties on, or otherwise involve services by, him to the plan or to participants in or beneficiaries of the plan. The Board of Directors is hereby empowered, by a majority vote of a quorum of disinterested directors, to enter into a contract to indemnify any director or officer in respect of any proceedings arising from any act or omission, whether occurring before or after the execution of such contract.

4. Application; Amendment. The provisions of this Article shall be applicable to all proceedings commenced after the adoption hereof by the shareholders of the Corporation, arising from any act or omission, whether occurring before or after such adoption. No amendment or repeal of this Article IV shall have any effect on the rights provided under this Article IV with respect to any act or omission occurring prior to such amendment or repeal. The Corporation shall promptly take all such actions, and make all such determinations, as shall be necessary or appropriate to comply with its obligation to make any indemnity under this Article IV and shall promptly pay or reimburse all reasonable expenses incurred by any director or officer in connection with such actions and determinations or proceedings of any kind arising therefrom.

5. Termination of Proceeding. The termination of any proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not of itself create a presumption that the applicant did not meet the standard of conduct described in section 2 or 3 of this Article IV.

6. : Determination of Availability. Any indemnification under this Article IV (unless ordered by a court) shall be made by the Corporation only as authorized in the specific case upon a determination that indemnification of the applicant is proper in the circumstances because he has met the applicable standard of conduct set forth in section 3 of this Article IV.

The determination shall be made:

(a) By the Board of Directors by a majority vote of a quorum consisting of Directors not at the time parties to the proceeding;

(b) If a quorum cannot be obtained under subsection (a) of this section, by a majority vote of a committee duly designated by the Board of Directors (in which designation Directors who are parties may participate), consisting solely of two or more directors not at the time parties to the proceeding;

(c) By special legal counsel:

(i) Selected by the Board of Directors or its committee in the manner prescribed in subsection (a) or (b) of this section; or

(ii) If a quorum of the Board of Directors cannot be obtained under subsection (a) of this section and a committee cannot be designated under subsection (b) of this section, selected by majority vote of the full Board of Directors, in which selection directors who are parties may participate;

(d) By the shareholders, but shares owned by or voted under the control of Directors who are at the time parties to the proceeding may not be voted on the determination. Any evaluation as to reasonableness of expenses shall be made in the same manner as the determination that indemnification is appropriate, except that if the determination is made by special legal counsel, such evaluation as to reasonableness of expenses shall be made by those entitled under subsection (c) of this section 6 to select counsel. Notwithstanding the foregoing, in the event there has been a change in the composition of a majority of the Board of Directors after the date of the alleged act or omission with respect to which indemnification is claimed, any determination as to indemnification and advancement of expenses with respect to any claim for indemnification made pursuant to this Article IV shall be made by special legal counsel agreed upon by the Board of Directors and the applicant. If the Board of Directors and the applicant are unable to agree upon such special legal counsel, the Board of Directors and the applicant each shall select a nominee, and the nominees shall select such special legal counsel.

7. - Advances. (a) The Corporation shall pay for or reimburse the reasonable expenses incurred by any applicant who is a party to a proceeding in advance of final disposition of the proceeding or the making of any determination under section 3 of this Article IV if the applicant furnishes the Corporation:

(i) a written statement of his good faith belief that he has met the standard of conduct described in section 3; and

(ii) a written undertaking, executed personally or on his behalf, to repay the advance if it is ultimately determined that he did not meet such standard of conduct.

(b) The undertaking required by paragraph (ii) of subsection (a) of this section 7 shall be an unlimited general obligation of the applicant but need not be secured and may be accepted without reference to financial ability to make repayment.

(c) Authorizations of payments under this section shall be made by the persons specified in section 6 of this Article IV.

8. Indemnification of Others. The Board of Directors is hereby empowered, by majority vote of a quorum consisting of disinterested Directors, to cause the Corporation to indemnify or contract to indemnify any person not specified in section 2 or 3 of this Article IV who was or is a party to any proceeding, by reason of the fact that he is or was an employee or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust, employee benefit plan or other enterprise, to the same extent as if such person were specified as one to whom indemnification is granted in section 3 of this Article IV. The provisions of sections 4 through 7 of this Article IV shall be applicable to any indemnification provided hereafter pursuant to this section 8.

9. Insurance. The Corporation may purchase and maintain insurance to indemnify it against the whole or any portion of the liability assumed by it in accordance with this Article IV and may also procure insurance, in such amounts as the Board of Directors may determine, on behalf of any person who is or was a director, officer, employee or agent of the Corporation, or is serving at the request of the Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust, employee benefit plan or other enterprise, against any liability asserted against or incurred by him in any such capacity or arising from his status as such, whether or not the Corporation would have power to indemnify him against such liability under the provisions of this Article IV.

10. Further Indemnity. Every reference herein to directors, officers, employees or agents shall include former directors, officers, employees and agents and their respective heirs, executors and administrators. The indemnification hereby provided and provided hereafter pursuant to the power conferred by this Article IV on the Board of Directors shall not be exclusive of any other rights to which any person may be entitled, including any right under policies of insurance that may be purchased and maintained by the Corporation or others, with respect to claims, issues or matters in relation to which the Corporation would not have the power to indemnify such person under the provisions of this Article IV. Such rights shall not prevent or restrict the power of the Corporation to make or provide for any further indemnity, or provisions for determining entitlement to indemnity, pursuant to one or more indemnification agreements, bylaws, or other arrangements (including, without limitation, creation of trust funds or security interests funded by letters of credit or other means) approved by the Board of Directors (whether or not any of the directors of the Corporation shall be a party to or beneficiary of any such agreements, bylaws or arrangements); provided, however, that any provision of such agreements, bylaws or other arrangements shall not be effective if and to the extent that it is determined to be contrary to this Article IV or applicable laws of the Commonwealth of Virginia.

11. Severability. Each provision of this Article IV shall be severable, and an adverse determination as to any such provision shall in no way affect the validity of any other provision.

s:O&MMED.ART

AMENDED AND RESTATED
BYLAWS OF
OWENS & MINOR DISTRIBUTION, INC.

ARTICLE I

Meetings of Shareholders

1.1 **Places of Meetings.** All meetings of the shareholders shall be held at such place, either within or without the Commonwealth of Virginia, as may, from time to time, be fixed by the Board of Directors.

1.2 **Annual Meetings.** The annual meeting of the shareholders, for the election of Directors and transaction of such other business as may come before the meeting, shall be held on such date as the Board of Directors of the Corporation may designate from time to time.

1.3 **Special Meetings.** Special meetings of shareholders for any purpose or purposes may be called at any time by the Chairman of the Board, Chief Executive Officer of the Corporation, or by a majority of the Board of Directors. At a special meeting no business shall be transacted and no corporate action shall be taken other than that stated in the notice of the meeting.

1.4 **Notice of Meetings.** Except as otherwise required by law, written or printed notice stating the place, day and hour of every meeting of the shareholders and, in case of a special meeting, the purpose or purposes for which the meeting is called, shall be mailed not less than ten nor more than sixty days before the date of the meeting to each shareholder of record entitled to vote at such meeting, at his address that appears in the share transfer books of the Corporation. Meetings may be held without notice if all the shareholders entitled to vote at the meeting are present in person or by proxy or if notice is waived in writing by those not present, either before or after the meeting.

1.5 **Quorum.** Except as otherwise required by the Articles of Incorporation, any number of shareholders together holding at least a majority of the outstanding shares of capital stock entitled to vote with respect to the business to be transacted, who shall be present in person or represented by proxy at any meeting duly called, shall constitute a quorum for the transaction of business. If less than a quorum shall be in attendance at the time for which a meeting shall have been called, the meeting may be adjourned from time to time by a majority of the shareholders present or represented by proxy without notice other than by announcement at the meeting.

1.6 **Voting.** At any meeting of the shareholders each shareholder of a class entitled to vote on the matters coming before the meeting shall have one vote, in person or by proxy, for each share of capital stock standing in his or her name on the books of the Corporation at the time of such meeting or on any date fixed by the Board of Directors not more than seventy (70) days prior to the meeting. Every proxy shall be in writing, dated and signed by the shareholder entitled to vote

or his duly authorized attorney-in-fact.

ARTICLE II

Directors

2.1 **General Powers.** The property, affairs and business of the Corporation shall be managed under the direction of the Board of Directors, and except as otherwise expressly provided by law, the Articles of Incorporation or these Bylaws, all of the powers of the Corporation shall be vested in such Board.

2.2 **Number of Directors.** The number of Directors shall not be less than two (2).

2.3 **Election of Directors.**

(a) Directors shall be elected at the annual meeting of shareholders to succeed those Directors whose terms have expired and to fill any vacancies thus existing.

(b) Directors shall hold their offices for terms of one year and until their successors are elected. Any Director may be removed from office at a meeting called expressly for that purpose by the vote of shareholders holding not less than a majority of the shares entitled to vote at an election of Directors.

(c) Any vacancy occurring in the Board of Directors may be filled by the affirmative vote of the majority of the remaining Directors though less than a quorum of the Board of Directors.

(d) A majority of the number of Directors fixed by these Bylaws shall constitute a quorum for the transaction of business. The act of a majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors.

2.4 **Meetings of Directors.** Meetings of the Board of Directors shall be held at places within or without the Commonwealth of Virginia and at times fixed by resolution of the Board, or upon call of the President, and the Secretary or officer performing the Secretary's duties shall give not less than twenty-four (24) hours' notice by letter, telegraph or telephone (or in person) of all meetings of the Directors, provided that notice need not be given of regular meetings held at times and places fixed by resolution of the Board. An annual meeting of the Board of Directors shall be held as soon as practicable after the adjournment of the annual meeting of shareholders. Meetings may be held at any time without notice if all of the Directors are present, or if those not present waive notice in writing either before or after the meeting. Directors may be allowed, by resolution of the Board, a reasonable fee and expenses for attendance at meetings.

ARTICLE III

Officers.

3.1 Election. The officers of the Corporation shall consist of a Chief Executive Officer, a President, a Chief Financial Officer and a Secretary. Other officers may be specified by the Board of Directors and may from time to time be elected by the Board of Directors. All officers shall hold office until the next annual meeting of the Board of Directors and until their successors are elected. Any two or more officers may be combined in the same person as the Board of Directors may determine.

3.2 Removal of Officers; Vacancies. Any officer of the Corporation may be removed summarily with or without cause, at any time by a resolution passed at any meeting by affirmative vote of a majority of the number of Directors fixed by these Bylaws. Vacancies may be filled at any meeting of the Board of Directors.

3.3 Other Officers. Other officers may from time to time be elected by the Board, including, without limitation, a Chief Financial Officer, a Chairman of the Board, one or more Vice Presidents (any one or more of whom may be designated as Executive Vice President or Senior Vice President), and assistant and subordinate officers.

3.4 Duties. The officers of the Corporation shall have such duties as generally pertain to their offices, respectively, as well as such powers and duties as are hereinafter provided and as from time to time shall be conferred by the Board of Directors. The Board of Directors may require any officer to give such bond for the faithful performance of his duties as the Board may see fit.

3.5 Duties of the Chief Executive Officer. The Chief Executive Officer shall be either the Chairman of the Board or the President of the Corporation, as designated by the Board of Directors. Subject to the direction and control of the Board of Directors, the Chief Executive Officer shall supervise and control the management of the Corporation, shall be primarily responsible for the implementation of policies of the Board of Directors and shall have such duties and authority as are normally incident to the position of chief executive officer of a corporation and such other duties and authority as may be prescribed from time to time by the Board of Directors or as are provided elsewhere in these Bylaws. The Chief Executive Officer may sign and execute in the name of the Corporation share certificates, deeds, mortgages, bonds, contracts or other instruments except in cases where the signing and execution thereof shall be expressly delegated by these Bylaws to some other officer or agent of the Corporation or shall be required by law or otherwise to be signed or executed by some other officer of the Corporation.

3.6 Duties of the President. Subject to the direction and control of the Board of Directors and the Chief Executive Officer (if the President is not also the Chief Executive Officer), the President shall supervise and control the operations of the Corporation and shall have such other duties as may be prescribed from time to time by the Board of Directors or the Chief Executive Officer (if the President is not also the Chief Executive Officer) or as are provided elsewhere in these Bylaws. The President may sign and execute in the name of the Corporation share certificates, deeds, mortgages, bonds, contracts or other instruments except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors or the Chief Executive

Officer to some other officer or agent of the Corporation or shall be required by law or otherwise to be signed or executed by some other officer of the Corporation.

3.7 Duties of the Vice Presidents. Each Vice President of the Corporation shall have powers and duties as may from time to time be assigned to him by the Board of Directors or the President. When there shall be more than one Vice President of the Corporation, the Board of Directors may from time to time designate one of them to perform the duties of the President in the absence of the President. Any Vice President of the Corporation may sign and execute in the name of the Corporation deeds, mortgages, bonds, contracts and other instruments, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors or by these Bylaws to some other officer or agent of the Corporation or shall be required by law or otherwise to be signed or executed by some other officer of the Corporation.

3.8 Duties of the Chief Financial Officer. The Chief Financial Officer shall (i) be the chief financial officer of the Corporation and have responsibility for all financial affairs of the Corporation, (ii) negotiate the terms of and procure capital required by the Corporation, (iii) be responsible for maintaining adequate financial accounts and records in accordance with generally accepted accounting principles and applicable laws and regulations, (iv) be responsible for the Corporation's internal control over financial reporting, (v) have charge of and be responsible for all funds, securities, receipts and disbursements of the Corporation, (vi) deposit all monies and securities of the Corporation in such banks and depositories as shall be designated by the Board of Directors, and (vii) otherwise perform all duties incident to the office of Chief Financial Officer and such other duties as from time to time may be assigned to him by the Board of Directors or the President. The Chief Financial Officer may sign and execute in the name of the Corporation share certificates, deeds, mortgages, bonds, contracts or other instruments, except in cases where the signing and the execution thereof shall be expressly delegated by the Board of Directors or by these Bylaws to some other officer or agent of the Corporation or shall be required by law or otherwise to be signed or executed by some other officer of the Corporation.

3.9 Duties of the Secretary. The Secretary shall act as secretary of all meetings of the Board of Directors and all committees of the Board, and the shareholders of the Corporation, and shall keep the minutes thereof in the proper book or books to be provided for that purpose. He shall see that all notices required to be given by the Corporation are duly given and served; shall have custody of the seal of the Corporation and shall affix the seal or cause it to be affixed to all certificates for stock of the Corporation and to all documents the execution of which on behalf of the Corporation under its corporate seal is duly authorized in accordance with the provisions of these Bylaws; shall have custody of all deeds, leases, contracts and other important corporate documents; shall have charge of the books, records and papers of the Corporation relating to its organization and management as a Corporation; shall see that the reports, statements and other documents required by law (except tax returns) are properly filed; and shall, in general, perform all the duties incident to the office of Secretary and such other duties as from time to time may be assigned to him by the Board of Directors or the President.

3.10 Other Duties of Officers. Any officer of the Corporation shall have, in addition to the duties prescribed herein or by law, such other duties as from time to time shall be prescribed by the Board of Directors or the President.

ARTICLE IV

Capital Stock

4.1 Certificates. The shares of capital stock of the Corporation shall be evidenced by certificates in forms prescribed by the Board of Directors and executed in any manner permitted by law and stating thereon the information required by law. Transfer agents and/or registrars for one or more classes of shares of the Corporation may be appointed by the Board of Directors and may be required to countersign certificates representing shares of such class or classes. If any officer whose signature or facsimile thereof shall have been used on a share certificate shall for any reason cease to be an officer of the Corporation and such certificate shall not then have been delivered by the Corporation, the Board of Directors may nevertheless adopt such certificate and it may then be issued and delivered as though such person had not ceased to be an officer of the Corporation.

4.2 Lost, Destroyed and Mutilated Certificates. Holders of the shares of the Corporation shall immediately notify the Corporation of any loss, destruction or mutilation of the certificate therefore, and the Board of Directors, may, in its discretion, cause one or more new certificates for the same number of shares in the aggregate to be issued to such shareholder upon the surrender of the mutilated certificate or upon satisfactory proof of such loss or destruction, and the deposit of a bond in such form and amount and with such surety as the Board of Directors may require.

4.3 Transfer of Shares. The shares of the Corporation shall be transferable or assignable only on the books of the Corporation by the holders in person or by attorney on surrender of the certificate for such shares duly endorsed and, if sought to be transferred by attorney, accompanied by a written power of attorney to have the same transferred on the books of the Corporation. The Corporation will recognize the exclusive right of the person registered on its books as the owner of shares to receive dividends and to vote as such owner.

4.4 Fixing Record Date. For the purpose of determining shareholders entitled to notice of or to vote at any meeting of the shareholders or any adjournment thereof, or entitled to receive payment for any dividend, or in order to make a determination of shareholders for any other proper purpose, the Board of Directors may fix in advance a date as the record date for any such determination of shareholders, such date in any case to be not more than seventy (70) days prior to the date on which the particular action, requiring such determination of shareholders, is to be taken. If no record date is fixed for the determination of shareholders entitled to notice of or to vote at a meeting of shareholders, or shareholders entitled to receive payment of a dividend, the date on which notice of the meeting is mailed or the date on which the resolution of the Board of Directors declaring such dividend is adopted, as the case may be, shall be the record date for such determination of shareholders. When a determination of shareholders entitled to vote at any meeting of shareholders has been made as provided in this section, such determination shall apply to any adjournment thereof.

ARTICLE V

Miscellaneous Provisions

5.1 Fiscal Year. The fiscal year of the Corporation shall end on December 31st of each year, and shall consist of such accounting periods as may be recommended by the Chief Financial Officer and approved by the Board of Directors.

5.2 Books and Records. The Corporation shall keep correct and complete books and records of account and shall keep minutes of the proceedings of its shareholders and Board of Directors. The Company shall also keep at its registered office or principal place of business a record of its shareholders, giving the names and addresses of all shareholders, and the number, class and series of the shares being held.

5.3 Checks, Notes and Drafts. Checks, notes, drafts and other orders for the payment of money shall be signed by such persons as the Board of Directors from time to time may authorize. When the Board of Directors so authorizes, however, the signature of any such person may be a facsimile.

5.4 Amendment of Bylaws. These Bylaws may be amended or altered at any meeting of the Board of Directors by affirmative vote of a majority of the number of Directors fixed by these Bylaws. The shareholders entitled to vote in respect of the election of Directors, however, shall have the power to rescind, alter, amend or repeal any Bylaws and to enact Bylaws that, if expressly so provided, may not be amended, altered or repealed by the Board of Directors.

5.5 Voting of Shares Held. Unless otherwise provided by resolution of the Board of Directors, the President shall from time to time appoint an attorney or attorneys or agent or agents of this Corporation, in the name and on behalf of this Corporation, to cast the vote which this Corporation may be entitled to cast as a shareholder or otherwise in any other corporation, any of whose stock or securities may be held in this Corporation, at meetings of the holders of the shares or other securities of such other corporation, or to consent in writing to any action by any such other corporation, and shall instruct the person or persons so appointed as to the manner of casting such votes or giving such consent and may execute or cause to be executed on behalf of this Corporation and under its corporate seal or otherwise, such written proxies, consents, waivers or other instruments as may be necessary or proper in the premises; or, in lieu of such appointment, the President may attend in person any meetings of the holders of shares or other securities of any such other corporation and there vote or exercise any or all power of this Corporation as the holder of such shares or other securities of such other corporation.

Amended 6/15/2018

**COMMONWEALTH OF VIRGINIA
STATE CORPORATION COMMISSION**

AT RICHMOND, NOVEMBER 14, 2017

The State Corporation Commission has found the accompanying articles submitted on behalf of
O&M Halyard, Inc.

to comply with the requirements of law, and confirms payment of all required fees. Therefore, it is
ORDERED that this

CERTIFICATE OF INCORPORATION

be issued and admitted to record with the articles of incorporation in the Office of the Clerk of the
Commission, effective November 14, 2017.

The corporation is granted the authority conferred on it by law in accordance with the articles, subject to
the conditions and restrictions imposed by law.

STATE CORPORATION COMMISSION

By

A handwritten signature in black ink, appearing to read "Judith Williams Jagdmann", written in a cursive style.

Judith Williams Jagdmann
Commissioner

CORPACPT
CISECOM
17-11-14-5420

**ARTICLES OF INCORPORATION
OF
O&M HALYARD, INC.**

The undersigned, pursuant to Chapter 9 of Title 13.1 of the Code of Virginia, states as follows:

1. The name of the corporation is O&M Halyard, Inc.
2. The purpose for which the corporation is formed is to engage in any lawful business not required to be specifically set forth in these Articles for which a corporation may be incorporated under the Virginia Stock Corporation Act.
3. The corporation is authorized to issue 10,000 shares of common stock.
4. The name of the corporation's initial registered agent is C T CORPORATION SYSTEM. The initial registered agent is a foreign stock corporation authorized to transact business in Virginia.
5. The address of the corporation's initial registered office, which is identical to the business office of the initial registered agent, is 4701 Cox Road, Suite 285, Glen Allen, VA 23060. The initial registered office is located in Henrico County, Virginia.
6. The following individuals are to serve as an initial director of the corporation:

<u>Name</u>	<u>Address</u>
Paul Cody Phipps	9120 Lockwood Boulevard Mechanicsville, VA 23116
Richard A. Meier	9120 Lockwood Boulevard Mechanicsville, VA 23116
Nicholas J. Pace	9120 Lockwood Boulevard Mechanicsville, VA 23116

7. The address of the corporation's principal office is 9120 Lockwood Boulevard, Mechanicsville, VA 23116.

INCORPORATOR:

/s/ Nicholas J. Pace Date: November 14, 2017
Nicholas J. Pace

AMENDED AND RESTATED

BYLAWS OF

O&M HALYARD, INC.

ARTICLE I

Meetings of Shareholders

1.1 Places of Meetings. All meetings of the shareholders shall be held at such place, either within or without the Commonwealth of Virginia, as may, from time to time, be fixed by the Board of Directors.

1.2 Annual Meetings. The annual meeting of the shareholders, for the election of Directors and transaction of such other business as may come before the meeting, shall be held on such date as the Board of Directors of the Corporation may designate from time to time.

1.3 Special Meetings. Special meetings of shareholders for any purpose or purposes may be called at any time by the Chairman of the Board, Chief Executive Officer of the Corporation, or by a majority of the Board of Directors. At a special meeting no business shall be transacted and no corporate action shall be taken other than that stated in the notice of the meeting.

1.4 Notice of Meetings. Except as otherwise required by law, written or printed notice stating the place, day and hour of every meeting of the shareholders and, in case of a special meeting, the purpose or purposes for which the meeting is called, shall be mailed not less than ten nor more than sixty days before the date of the meeting to each shareholder of record entitled to vote at such meeting, at his address that appears in the share transfer books of the Corporation. Meetings may be held without notice if all the shareholders entitled to vote at the meeting are present in person or by proxy or if notice is waived in writing by those not present, either before or after the meeting.

1.5 Quorum. Except as otherwise required by the Articles of Incorporation, any number of shareholders together holding at least a majority of the outstanding shares of capital stock entitled to vote with respect to the business to be transacted, who shall be present in person or represented by proxy at any meeting duly called, shall constitute a quorum for the transaction of business. If less than a quorum shall be in attendance at the time for which a meeting shall have been called, the meeting may be adjourned from time to time by a majority of the shareholders present or represented by proxy without notice other than by announcement at the meeting.

1.6 Voting. At any meeting of the shareholders each shareholder of a class entitled to vote on the matters coming before the meeting shall have one vote, in person or by proxy, for each share of capital stock standing in his or her name on the books of the Corporation at the time of such meeting or on any date fixed by the Board of Directors not more than seventy (70) days prior to the meeting. Every proxy shall be in writing, dated and signed by the shareholder entitled to vote or his duly authorized attorney-in-fact.

ARTICLE II

Directors

2.1 General Powers. The property, affairs and business of the Corporation shall be managed under the direction of the Board of Directors, and except as otherwise expressly provided by law, the Articles of Incorporation or these Bylaws, all of the powers of the Corporation shall be vested in such Board.

2.2 Number of Directors. The number of Directors shall not be less than two (2).

2.3 Election of Directors.

(a) Directors shall be elected at the annual meeting of shareholders to succeed those Directors whose terms have expired and to fill any vacancies thus existing.

(b) Directors shall hold their offices for terms of one year and until their successors are elected. Any Director may be removed from office at a meeting called expressly for that purpose by the vote of shareholders holding not less than a majority of the shares entitled to vote at an election of Directors.

(c) Any vacancy occurring in the Board of Directors may be filled by the affirmative vote of the majority of the remaining Directors though less than a quorum of the Board of Directors.

(d) A majority of the number of Directors fixed by these Bylaws shall constitute a quorum for the transaction of business. The act of a majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors.

2.4 Meetings of Directors. Meetings of the Board of Directors shall be held at places within or without the Commonwealth of Virginia and at times fixed by resolution of the Board, or upon call of the President, and the Secretary or officer performing the Secretary's duties shall give not less than twenty-four (24) hours' notice by letter, telegraph or telephone (or in person) of all meetings of the Directors, provided that notice need not be given of regular meetings held at times and places fixed by resolution of the Board. An annual meeting of the Board of Directors shall be held as soon as practicable after the adjournment of the annual meeting of shareholders. Meetings may be held at any time without notice if all of the Directors are present, or if those not present waive notice in writing either before or after the meeting. Directors may be allowed, by resolution of the Board, a reasonable fee and expenses for attendance at meetings.

ARTICLE III

Officers.

3.1 Election. The officers of the Corporation shall consist of a President, a Chief Financial Officer and a Secretary. Other officers may be specified by the Board of Directors and may from time to time be elected by the Board of Directors. All officers shall hold office until the next annual meeting of the Board of Directors and until their successors are elected. Any two or more officers may be combined in the same person as the Board of Directors may determine.

3.2 Removal of Officers; Vacancies. Any officer of the Corporation may be removed summarily with or without cause, at any time by a resolution passed at any meeting by affirmative vote of a majority of the number of Directors fixed by these Bylaws. Vacancies may be filled at any meeting of the Board of Directors.

3.3 Other Officers. Other officers may from time to time be elected by the Board, including, without limitation, a Chief Financial Officer, a Chairman of the Board, one or more Vice Presidents (any one or more of whom may be designated as Executive Vice President or Senior Vice President), and assistant and subordinate officers.

3.4 Duties. The officers of the Corporation shall have such duties as generally pertain to their offices, respectively, as well as such powers and duties as are hereinafter provided and as from time to time shall be conferred by the Board of Directors. The Board of Directors may require any officer to give such bond for the faithful performance of his duties as the Board may see fit.

3.5 Duties of the Chief Executive Officer. The Chief Executive Officer shall be either the Chairman of the Board or the President of the Corporation, as designated by the Board of Directors. Subject to the direction and control of the Board of Directors, the Chief Executive Officer shall supervise and control the management of the Corporation, shall be primarily responsible for the implementation of policies of the Board of Directors and shall have such duties and authority as are normally incident to the position of chief executive officer of a corporation and such other duties and authority as may be prescribed from time to time by the Board of Directors or as are provided elsewhere in these Bylaws. The Chief Executive Officer may sign and execute in the name of the Corporation share certificates, deeds, mortgages, bonds, contracts or other instruments except in cases where the signing and execution thereof shall be expressly delegated by these Bylaws to some other officer or agent of the Corporation or shall be required by law or otherwise to be signed or executed by some other officer of the Corporation.

3.6 Duties of the President. Subject to the direction and control of the Board of Directors and the Chief Executive Officer (if the President is not also the Chief Executive Officer), the President shall supervise and control the operations of the Corporation and shall have such other duties as may be prescribed from time to time by the Board of Directors or the Chief Executive Officer (if the President is not also the Chief Executive Officer) or as are provided elsewhere in these Bylaws. The President may sign and execute in the name of the Corporation share certificates, deeds, mortgages, bonds, contracts or other instruments except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors or the Chief Executive Officer to some other officer or agent of the Corporation or shall be required by law or otherwise to be signed or executed by some

other officer of the Corporation.

3.7 Duties of the Vice Presidents. Each Vice President of the Corporation shall have powers and duties as may from time to time be assigned to him by the Board of Directors or the President. When there shall be more than one Vice President of the Corporation, the Board of Directors may from time to time designate one of them to perform the duties of the President in the absence of the President. Any Vice President of the Corporation may sign and execute in the name of the Corporation deeds, mortgages, bonds, contracts and other instruments, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors or by these Bylaws to some other officer or agent of the Corporation or shall be required by law or otherwise to be signed or executed by some other officer of the Corporation.

3.8 Duties of the Chief Financial Officer. The Chief Financial Officer shall (i) be the chief financial officer of the Corporation and have responsibility for all financial affairs of the Corporation, (ii) negotiate the terms of and procure capital required by the Corporation, (iii) be responsible for maintaining adequate financial accounts and records in accordance with generally accepted accounting principles and applicable laws and regulations, (iv) be responsible for the Corporation's internal control over financial reporting, (v) have charge of and be responsible for all funds, securities, receipts and disbursements of the Corporation, (vi) deposit all monies and securities of the Corporation in such banks and depositories as shall be designated by the Board of Directors, and (vii) otherwise perform all duties incident to the office of Chief Financial Officer and such other duties as from time to time may be assigned to him by the Board of Directors or the President. The Chief Financial Officer may sign and execute in the name of the Corporation share certificates, deeds, mortgages, bonds, contracts or other instruments, except in cases where the signing and the execution thereof shall be expressly delegated by the Board of Directors or by these Bylaws to some other officer or agent of the Corporation or shall be required by law or otherwise to be signed or executed by some other officer of the Corporation.

3.9 Duties of the Secretary. The Secretary shall act as secretary of all meetings of the Board of Directors and all committees of the Board, and the shareholders of the Corporation, and shall keep the minutes thereof in the proper book or books to be provided for that purpose. He shall see that all notices required to be given by the Corporation are duly given and served; shall have custody of the seal of the Corporation and shall affix the seal or cause it to be affixed to all certificates for stock of the Corporation and to all documents the execution of which on behalf of the Corporation under its corporate seal is duly authorized in accordance with the provisions of these Bylaws; shall have custody of all deeds, leases, contracts and other important corporate documents; shall have charge of the books, records and papers of the Corporation relating to its organization and management as a Corporation; shall see that the reports, statements and other documents required by law (except tax returns) are properly filed; and shall, in general, perform all the duties incident to the office of Secretary and such other duties as from time to time may be assigned to him by the Board of Directors or the President.

3.10 Other Duties of Officers. Any officer of the Corporation shall have, in addition to the duties prescribed herein or by law, such other duties as from time to time shall be prescribed by the Board of Directors or the President.

ARTICLE IV

Capital Stock

4.1 Certificates. The shares of capital stock of the Corporation shall be evidenced by certificates in forms prescribed by the Board of Directors and executed in any manner permitted by law and stating thereon the information required by law. Transfer agents and/or registrars for one or more classes of shares of the Corporation may be appointed by the Board of Directors and may be required to countersign certificates representing shares of such class or classes. If any officer whose signature or facsimile thereof shall have been used on a share certificate shall for any reason cease to be an officer of the Corporation and such certificate shall not then have been delivered by the Corporation, the Board of Directors may nevertheless adopt such certificate and it may then be issued and delivered as though such person had not ceased to be an officer of the Corporation.

4.2 Lost, Destroyed and Mutilated Certificates. Holders of the shares of the Corporation shall immediately notify the Corporation of any loss, destruction or mutilation of the certificate therefore, and the Board of Directors, may, in its discretion, cause one or more new certificates for the same number of shares in the aggregate to be issued to such shareholder upon the surrender of the mutilated certificate or upon satisfactory proof of such loss or destruction, and the deposit of a bond in such form and amount and with such surety as the Board of Directors may require.

4.3 Transfer of Shares. The shares of the Corporation shall be transferable or assignable only on the books of the Corporation by the holders in person or by attorney on surrender of the certificate for such shares duly endorsed and, if sought to be transferred by attorney, accompanied by a written power of attorney to have the same transferred on the books of the Corporation. The Corporation will recognize the exclusive right of the person registered on its books as the owner of shares to receive dividends and to vote as such owner.

4.4 Fixing Record Date. For the purpose of determining shareholders entitled to notice of or to vote at any meeting of the shareholders or any adjournment thereof, or entitled to receive payment for any dividend, or in order to make a determination of shareholders for any other proper purpose, the Board of Directors may fix in advance a date as the record date for any such determination of shareholders, such date in any case to be not more than seventy (70) days prior to the date on which the particular action, requiring such determination of shareholders, is to be taken. If no record date is fixed for the determination of shareholders entitled to notice of or to vote at a meeting of shareholders, or shareholders entitled to receive payment of a dividend, the date on which notice of the meeting is mailed or the date on which the resolution of the Board of Directors declaring such dividend is adopted, as the case may be, shall be the record date for such determination of shareholders. When a determination of shareholders entitled to vote at any meeting of shareholders has been made as provided in this section, such determination shall apply to any adjournment thereof.

ARTICLE V

Miscellaneous Provisions

5.1 Fiscal Year. The fiscal year of the Corporation shall end on December 31st of each year, and shall consist of such accounting periods as may be recommended by the Chief Financial Officer and approved by the Board of Directors.

5.2 Books and Records. The Corporation shall keep correct and complete books and records of account and shall keep minutes of the proceedings of its shareholders and Board of Directors. The Company shall also keep at its registered office or principal place of business a record of its shareholders, giving the names and addresses of all shareholders, and the number, class and series of the shares being held.

5.3 Checks, Notes and Drafts. Checks, notes, drafts and other orders for the payment of money shall be signed by such persons as the Board of Directors from time to time may authorize. When the Board of Directors so authorizes, however, the signature of any such person may be a facsimile.

5.4 Amendment of Bylaws. These Bylaws may be amended or altered at any meeting of the Board of Directors by affirmative vote of a majority of the number of Directors fixed by these Bylaws. The shareholders entitled to vote in respect of the election of Directors, however, shall have the power to rescind, alter, amend or repeal any Bylaws and to enact Bylaws that, if expressly so provided, may not be amended, altered or repealed by the Board of Directors.

5.5 Voting of Shares Held. Unless otherwise provided by resolution of the Board of Directors, the President shall from time to time appoint an attorney or attorneys or agent or agents of this Corporation, in the name and on behalf of this Corporation, to cast the vote which this Corporation may be entitled to cast as a shareholder or otherwise in any other corporation, any of whose stock or securities may be held in this Corporation, at meetings of the holders of the shares or other securities of such other corporation, or to consent in writing to any action by any such other corporation, and shall instruct the person or persons so appointed as to the manner of casting such votes or giving such consent and may execute or cause to be executed on behalf of this Corporation and under its corporate seal or otherwise, such written proxies, consents, waivers or other instruments as may be necessary or proper in the premises; or, in lieu of such appointment, the President may attend in person any meetings of the holders of shares or other securities of any such other corporation and there vote or exercise any or all power of this Corporation as the holder of such shares or other securities of such other corporation.

(Amended 3.2.2021)

ARTICLES OF INCORPORATION

FILED 
Secretary of State
State of California

SEP 21 2016

1cc

Article I

The name of the corporation is: RESTMD

Article II

The purpose of the corporation is to engage in any lawful act or activity for which a corporation may be organized under the General Corporation Law of California other than the banking business, the trust company business or the practice of a profession permitted to be incorporated by the California Corporations Code.

Article III

This corporation is authorized to issue only one class of shares of stock; and the total number of shares which this corporation is authorized to issue is two thousand (2,000), with a one cent (\$0.01) par value per share.

Article IV

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

Business Filings Incorporated


Article V

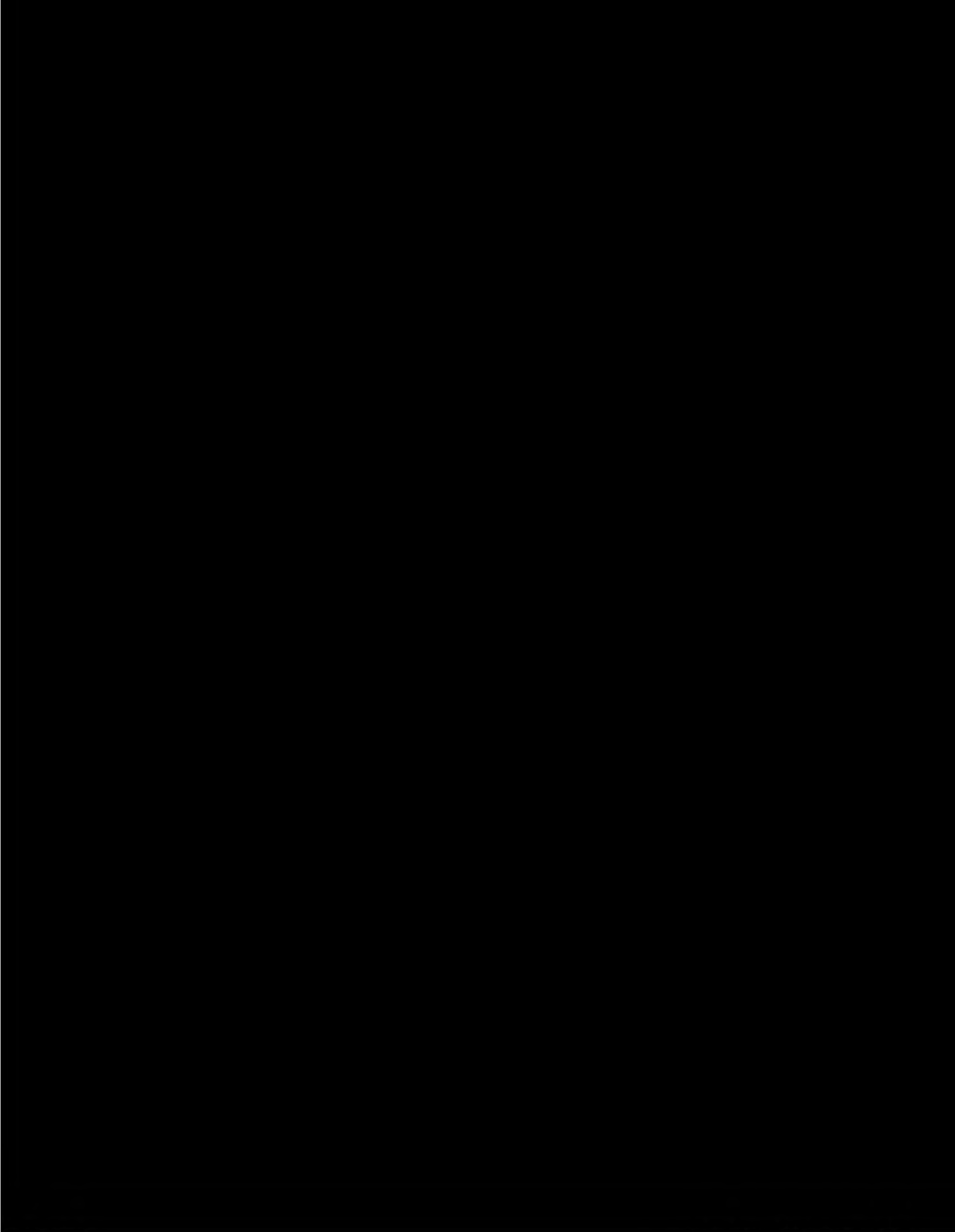
The initial business and mailing address of the corporation is: 7661 Girard Avenue 230, La Jolla, California 92037

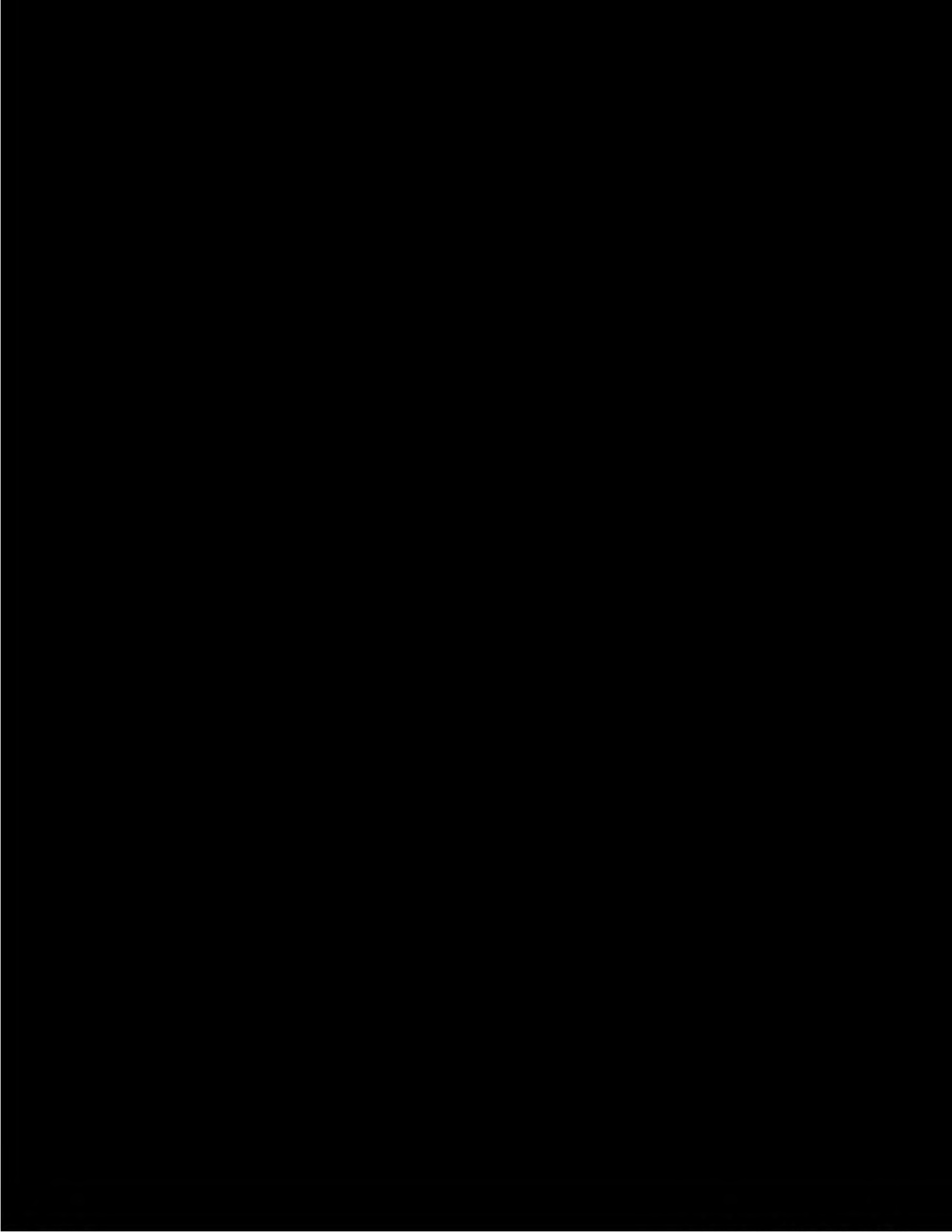
Article VI

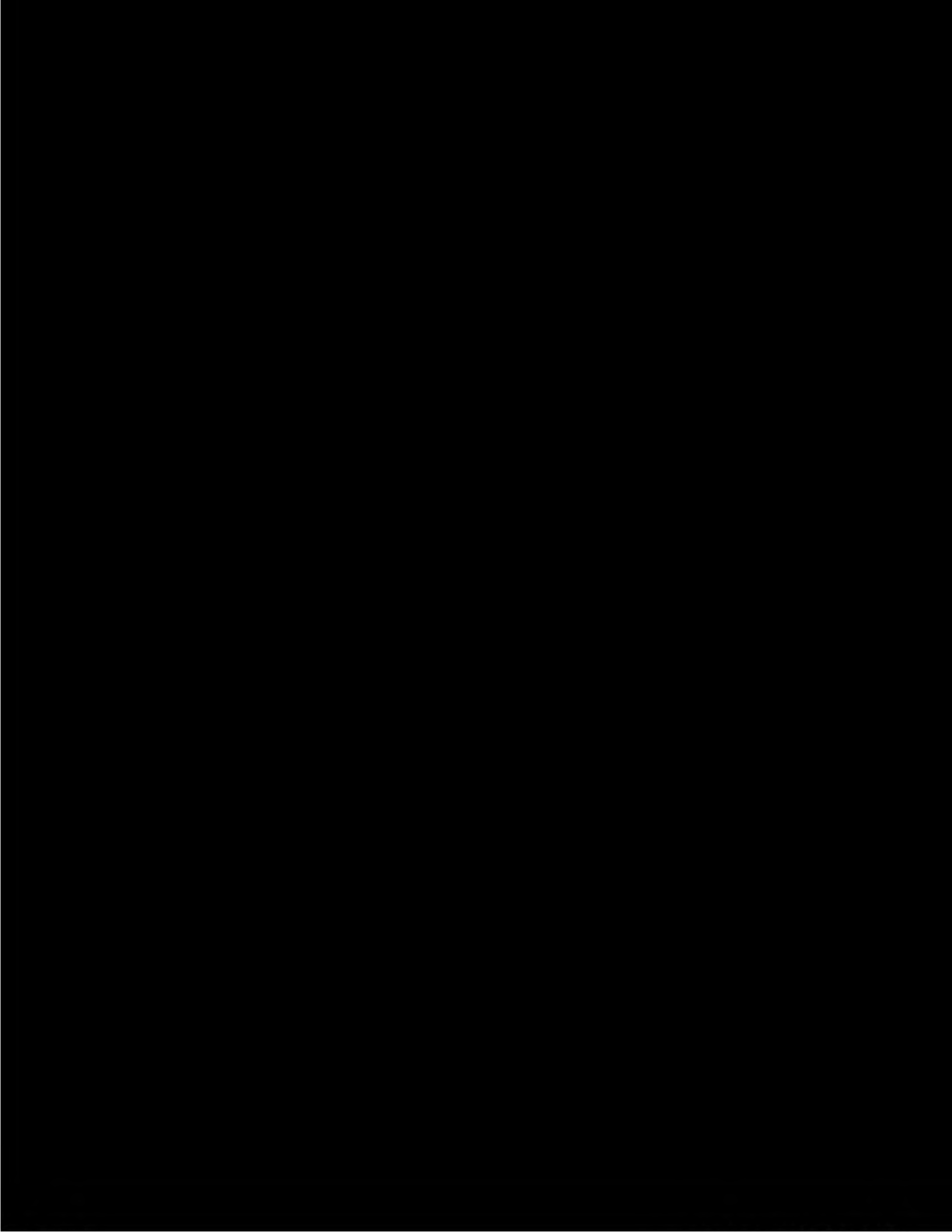
The liability of the directors of the corporation for monetary damages shall be eliminated to the fullest extent permissible under California law.

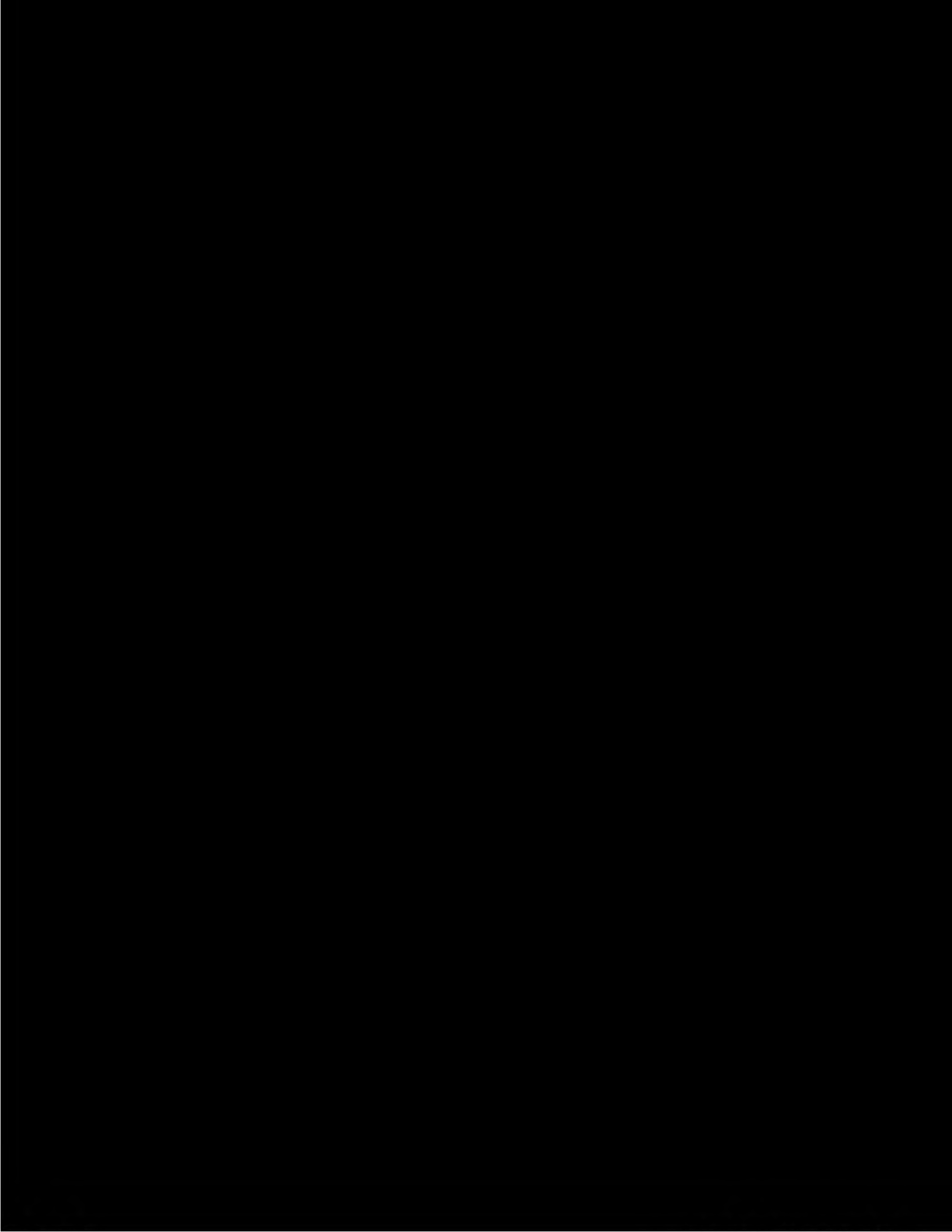
Business Filings Incorporated, Incorporator

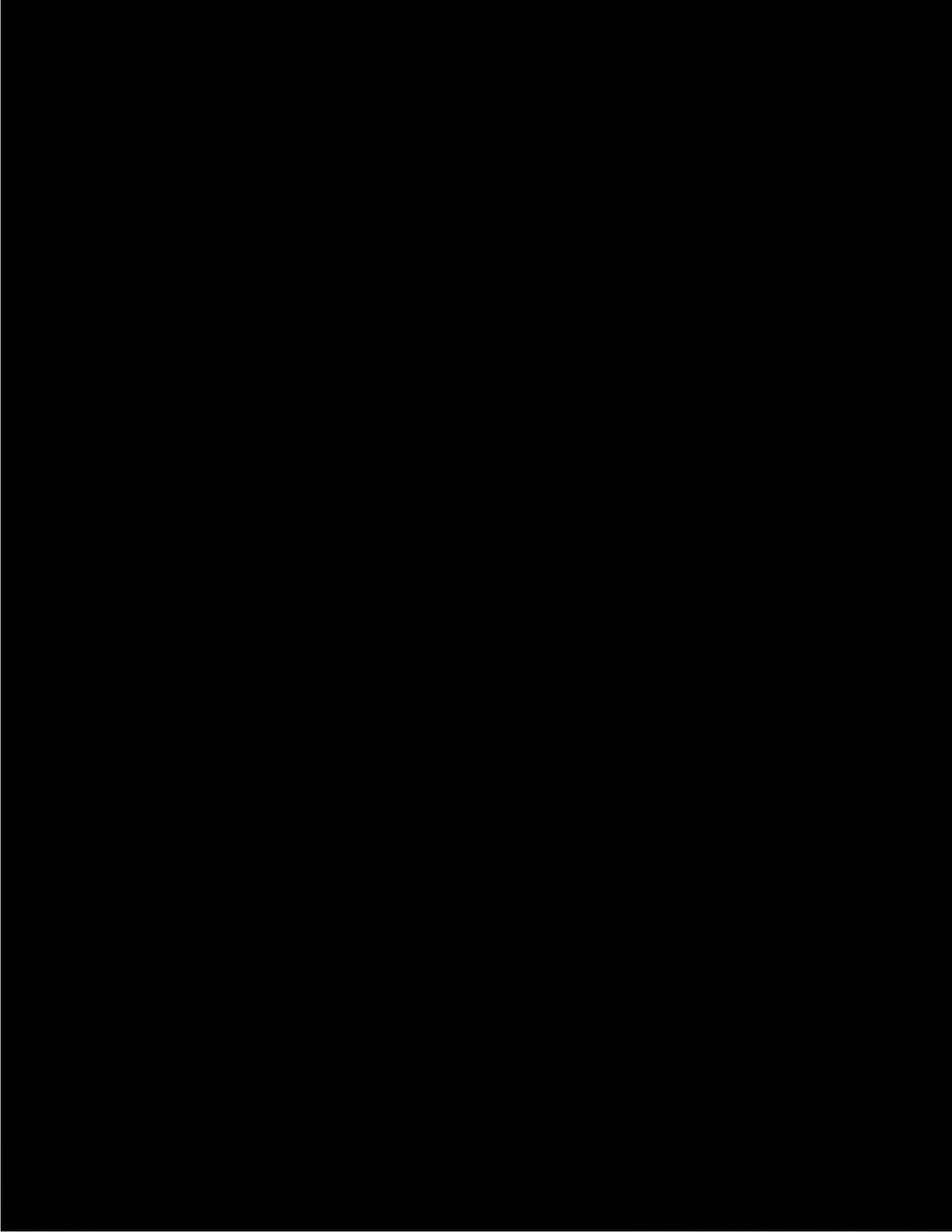

BY: Mark Williams, A.V.P.

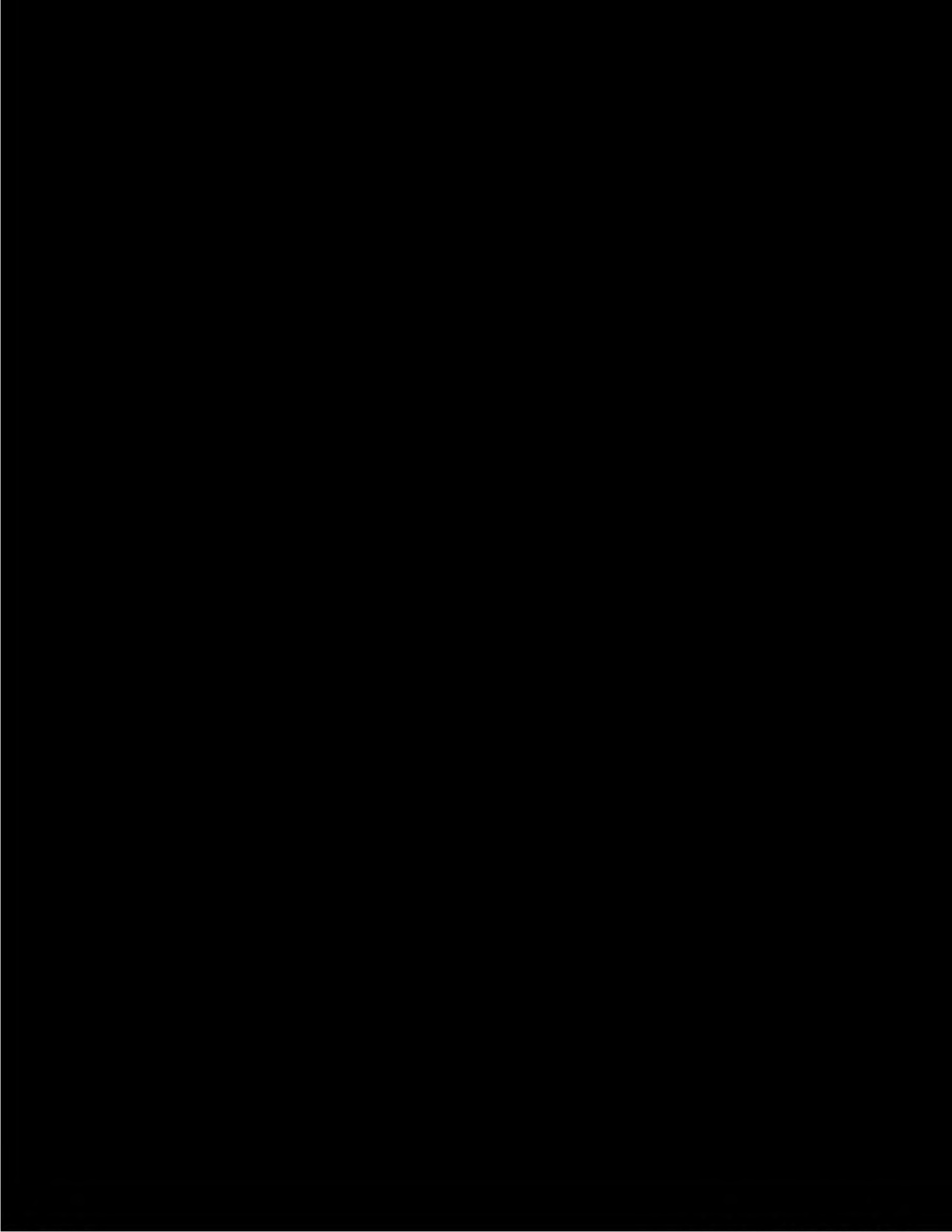


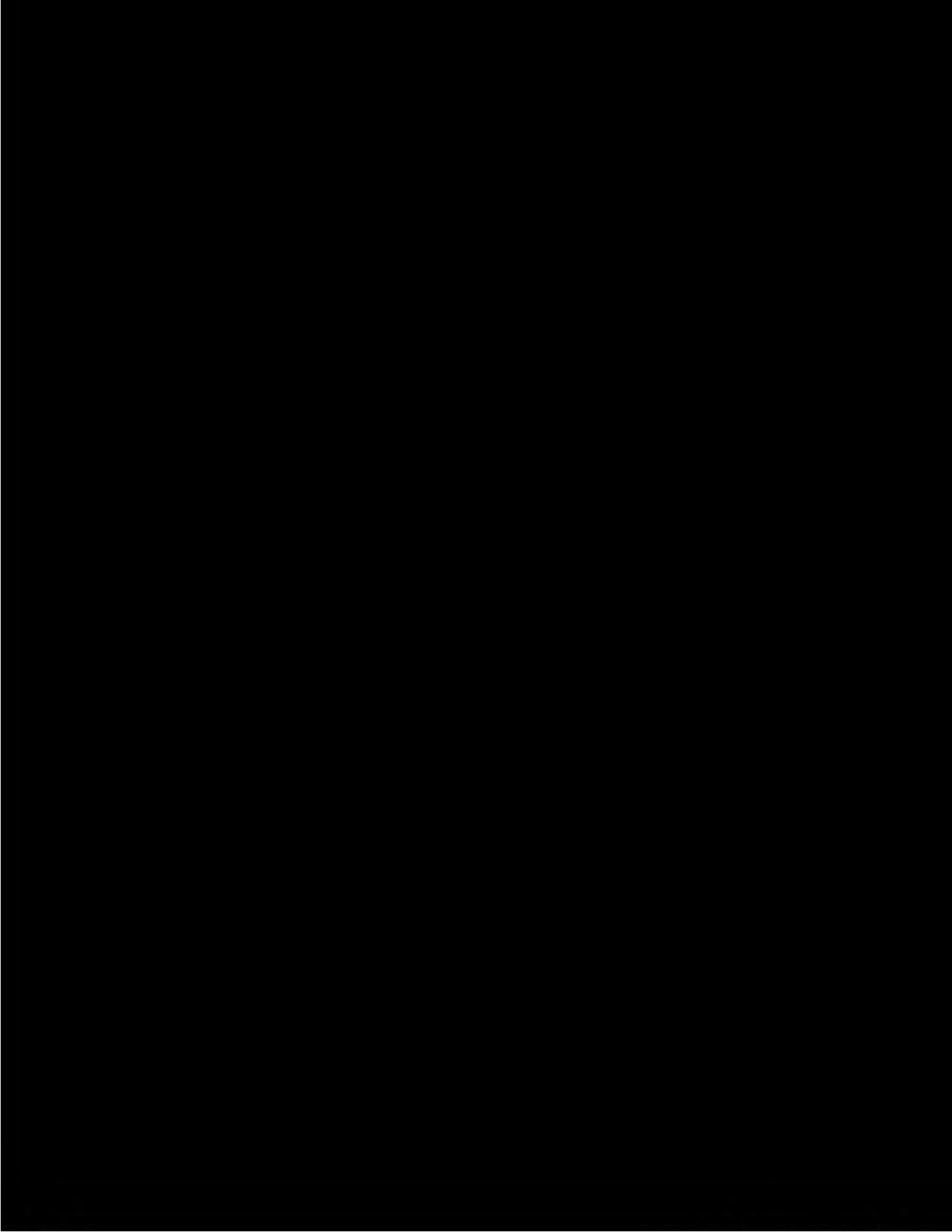












A0792758



**Secretary of State
Certificate of Amendment of
Articles of Incorporation
Name Change Only - Stock**

AMDT-
STK-NA**IMPORTANT** — Read instructions before completing this form.

Filing Fee — \$30.00

Copy Fees — First Page \$1.00 & .50 for each attachment page;
Certification Fee — \$5.00

FILED
Secretary of State
State of California

JAN 10 2017

This Space For Office Use Only

1. Corporation Name (Enter the exact name of the corporation as it currently is recorded with the California Secretary of State.)

RESTMD INCORPORATED

2. 7-Digit Secretary of State File Number

C3945950

Item 3a: Enter the number, letter or other designation assigned to the provision in the Articles of Incorporation being amended (e.g., "I," "First," or "A"). See instructions if the provision in the Articles of Incorporation being amended does not include a number, letter, or other designation. Any attachment is made part of this document.

3. New Corporation Name**Item 3b:** Enter the new corporate name.

3a. Article I of the Articles of Incorporation is amended to read as shown in Item 3b below:

3b. The name of the corporation is LOFTA

4. Approval Statements

4a. The Board of Directors has approved the amendment of the Articles of Incorporation.

4b. Shareholder approval was (check one):

☒ By the required vote of shareholders in accordance with California Corporations Code section 902. The total number of outstanding shares of the corporation is 2000. The number of shares voting in favor of the amendment equaled or exceeded the vote required. The percentage vote required was more than 50%.

☐ Not required because the corporation has no outstanding shares.

5. Read, sign and date below (see instructions for signature requirements)

We declare under penalty of perjury under the laws of the State of California that the matters set forth herein are true and correct of our own knowledge and we are authorized by California law to sign.

1-9-2017

Date

Signature

JAY B LEVITT, PRESIDENT

Type or Print Name of President

1-9-2017

Date

Signature

JAY B LEVITT, SECRETARY

Type or Print Name of Secretary



I hereby certify that the foregoing transcript of 1 page(s) is a full, true and correct copy of the original record in the custody of the California Secretary of State's office.

JAN 11 2017

Date: _____

Alex Padilla

ALEX PADILLA, Secretary of State

AMENDMENT TO THE
AMENDED AND RESTATED BYLAWS OF
BYRAM HEALTHCARE CENTERS, INC.

February 4, 2019

Pursuant to Article IX, Section 1, of the Amended and Restated Bylaws of Byram Healthcare Centers, Inc., the Bylaws of Corporation are hereby amended as follows:

Article II DIRECTORS, Section 1. Number and Qualifications, is deleted and replaced to read:

The Board of Directors shall consist of three (3) directors; provided, however, that the Board of Directors, by resolution passed by a majority of the entire Board, may change the number of directors to a number not less than one (1) and no more than ten (10), but no change shall shorten the term of any directors then a member of the Board. Directors need not be stockholders of the Corporation. Directors may be, but are not required to be, officers of the Corporation. Directors who are officers of the Corporation will be considered to be executive directors. Directors who are not officers of the Corporation will be considered to be non-executive directors.

/end/

AMENDED AND RESTATED
BY-LAWS
OF
BYRAM HEALTHCARE CENTERS, INC.

ARTICLE I
STOCKHOLDERS

Section 1. Annual Meeting: The annual meeting of stockholders for the election of directors and the transaction of any other business as may properly come before such meeting shall be held on such day at such time as shall be designated by the Board of Directors. At the annual meeting any business may be transacted and any corporate action may be taken, whether stated in the notice of meeting or not, except as otherwise expressly provided by statute or the Certificate of Incorporation.

Section 2. Special Meetings: Special meetings of the stockholders for any purpose may be called at any time by the Board of Directors, the Chairman of the Board or, if no Chairman has been elected, by the Chief Executive Officer, and shall be called by the Chairman of the Board or, if none, by the Chief Executive Officer at the request of stockholders holding a majority of the outstanding voting power of the Corporation. Special meetings shall be held at such time and place as shall from time to time be designated by the Board of Directors and stated in the notice of such meeting. At a special meeting no business shall be transacted and no corporate action shall be taken other than that stated in the notice of the meeting.

Section 3. Notice of Meetings: Written notice of the place, date and hour of any stockholders' meeting, whether annual or special, and, in the case of a special meeting, the purpose or purposes for which the meeting is called shall be given to each stockholder entitled to vote thereat, not less than ten (10) nor more than sixty (60) days prior to the date of such meeting. If mailed, notice is given when deposited in United States mail, postage prepaid, directed to the stockholder at his address as it appears on the records of the Corporation. Notice of any adjourned meeting need not be given other than by announcement at the meeting so adjourned, unless otherwise ordered in connection with such adjournment. Such further notice, if any, shall be given as may be required by law.

Section 4. Waiver of Notice: A written waiver of notice signed by the person entitled to notice, whether before or after the meeting, shall be deemed equivalent to notice. Attendance of a stockholder at a meeting shall constitute a waiver of notice of such meeting, except when a stockholder attends a meeting for the express purpose of objecting, at the beginning of the meeting, to the transaction of any business on the grounds that the meeting shall not have been lawfully called or convened.

Section 5. Quorum: Any number of stockholders together holding at least a majority of the outstanding voting power of the Corporation, present in person or represented by proxy at any

meeting duly called, shall constitute a quorum for all purposes at a meeting of stockholders except as may otherwise be provided by law.

Section 6. Adjournment of Meetings: If at the time for which a meeting of stockholders has been called less than a quorum is present, the meeting may be adjourned to another time or place by a majority vote of the stockholders present in person or by proxy and entitled to vote thereat, without notice other than by announcement at the meeting except as may otherwise be required by law. At any adjourned meeting at which a quorum shall be present, any business may be transacted which might have been transacted at the meeting as originally called.

Section 7. Voting: Each stockholder entitled to vote at a meeting of the stockholders shall be entitled to one vote for each share of common stock registered in his name on the books of the Corporation on the date fixed as a record date for the determination of its stockholders entitled to vote, as hereinafter provided. Each stockholder entitled to vote at a meeting of stockholders may authorize another person or persons to act for him by proxy, duly appointed by instrument in writing subscribed by such stockholder and bearing a date not more than three years prior to said meeting, unless said proxy provides for a longer period. At all meetings of stockholders, all matters shall be determined by a vote of stockholders holding a majority of the voting power of the Corporation present in person or represented by proxy except as otherwise provided by law, the Certificate of Incorporation or these By-Laws.

Section 8. Action by Stockholders Without a Meeting: Any action required or permitted to be taken by a vote of the stockholders may be taken without a meeting upon written consent, setting forth the action so taken, signed by the holders of shares of outstanding stock having not less than the minimum number of votes that would be necessary to authorize or take such action at a meeting at which all shares entitled to vote thereon were present and voted.

Section 9. Selection and Duties of Inspectors: The Board of Directors, in advance of any meeting of stockholders, may appoint one or more inspectors to act at the meeting or any adjournment thereof. If inspectors are not so appointed, the person presiding at such meeting may, and on the request of any stockholder entitled to vote thereat shall, appoint one or more inspectors. In case any person appointed fails to appear or act, the vacancy may be filled by appointment made by the Board of Directors in advance of the meeting or at the meeting by the person presiding thereat. Each inspector, before entering upon the discharge of his duties, shall take and sign an oath faithfully to execute the duties of inspector at such meeting with strict impartiality and according to the best of his ability. The inspector or inspectors shall determine the number of shares outstanding and the voting power of each, the shares represented at the meeting, the existence of a quorum, the validity and effect of proxies, and shall receive votes, ballots or consents, hear and determine all challenges and questions arising in connection with the right to vote, count and tabulate all votes, ballots or consents, determine the result, and do such acts as are proper to conduct the election or vote with the fairness to all stockholders. On request of the person presiding at the meeting or any stockholder entitled to vote thereat, the inspector or inspectors shall make a report in writing of any challenge, question or matter determined by him or them and execute a certificate of any fact found by him or them. Any report or certificate made by the inspector or inspectors shall be prima facie evidence of the facts stated and of the vote as certified by him or them.

ARTICLE II DIRECTORS

Section 1. Number and Qualifications: The Board of Directors shall consist of four (4) directors; provided, however, that the Board of Directors, by resolution passed by a majority of the entire Board, may change the number of directors to a number not less than one (1) and no more than ten (10), but no such change shall shorten the term of any director then a member of the Board. Directors need not be stockholders of the Corporation. Directors may be, but are not required to be, officers of the Corporation. Directors who are officers of the Corporation will be considered to be executive directors. Directors who are not officers of the Corporation will be considered to be non-executive directors.

Section 2. Duties and Powers: The Board of Directors shall have control and management of the affairs and business of the Corporation. The directors may exercise all such powers of the Corporation and do all such lawful acts and things as they may deem proper and as are consistent with law, the Certificate of Incorporation and these By-Laws.

Section 3. Election and Term of Office: Directors shall be elected by the stockholders at the annual meeting of stockholders. Except as hereinafter provided, each director chosen at any annual meeting shall hold office until the next annual meeting and until the election and qualification of his successor or until his earlier resignation or removal.

Section 4. Removal and Resignation of Directors: Subject to the terms of any agreement among the stockholders of the Corporation which may be in effect from time to time, any director may be removed from the Board of Directors, with or without cause, at any special meeting of the stockholders called for that purpose, by stockholders holding a majority of the outstanding voting power of the Corporation, and the office of such director shall forthwith become vacant. Any director may resign at any time upon written notice to the Corporation. Such resignation shall take effect at the time specified therein, and if no time be specified, at the time of its receipt by the Chairman of the Board (or, if no Chairman has been elected, by the Chief Executive Officer) or by the Secretary. The acceptance of a resignation shall not be necessary to make it effective, unless so specified therein.

Section 5. Filling of Vacancies: Subject to the terms of any agreement among the stockholders of the Corporation which may be in effect from time to time, any vacancy among the directors, occurring from any cause whatsoever, may be filled by a majority of the directors then in office, though less than a quorum, or by a sole remaining director; provided, however, that the stockholders removing any director may at the same meeting fill the vacancy caused by such removal; and provided, further, that if the directors fail to fill any such vacancy, the stockholders may at any special meeting called for that purpose fill such vacancy. In case of any increase in the number of directors, the additional directors may be elected by the directors in office prior to such increase. Any person elected to fill a vacancy shall hold office, subject to the right of removal as hereinbefore provided, until the next annual election and until the election and qualification of his successor.

Section 6. Meetings: The Board of Directors shall hold an annual meeting for the purpose of organization and the transaction of any business immediately after the annual meeting of the stockholders, provided a quorum is present. Other regular meetings may be held at such times

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as may be determined from time to time by resolution of the Board of Directors. Special meetings of the Board of Directors may be called at any time by the Chairman of the Board, if any, or by the Chief Executive Officer.

Section 7. Notice and Place of Meetings: Regular meetings of the Board of Directors may be held at such time and place as shall be designated by resolution of the Board of Directors. No notice need be given of any regular meeting of the Board. Notice of any special meeting specifying the time and place of such meeting shall be given to each director (a) not less than four (4) days prior to the date of such meeting if mailed and (b) not later than 24 hours prior to the time of such meeting if sent by facsimile or e-mail, or delivered personally or by telephone. If mailed, notice is given when deposited in United States mail, postage prepaid, directed to the director at his residence or usual place of business. No notice of the annual meeting shall be required if held immediately after the annual meeting of the stockholders and if a quorum is present. Notice of a meeting need not be given to any director who submits a signed waiver of notice before or after the meeting, or to any director who attends the meeting without protesting prior thereto or at its commencement the lack of notice.

Section 8. Business Transacted at Meetings: Any business may be transacted and any corporate action may be taken at any regular or special meeting of the Board of Directors at which a quorum shall be present, whether such business or proposed action be stated in the notice of such meeting or not, unless special notice of such business or proposed action shall be required by law.

Section 9. Quorum: A majority of the entire Board of Directors shall be necessary to constitute a quorum for the transaction of business, and the acts of a majority of the directors present at a meeting at which a quorum is present shall be the acts of the Board of Directors, unless otherwise provided by law, the Certificate of Incorporation or these By-Laws. If a quorum is not present at a meeting of the Board of Directors, a majority of the directors present may adjourn the meeting to such time and place as they may determine without notice other than announcement at the meeting until enough directors to constitute a quorum shall attend. When a quorum is once present to organize a meeting, it shall not be broken by the subsequent withdrawal of any directors.

Section 10. Action Without A Meeting: Any action required or permitted to be taken at any meeting of the Board of Directors or any committee thereof may be taken without a meeting if all members of the Board or such committee, as the case may be, consent in writing to the adoption of a resolution authorizing the action. Such resolutions and the written consents thereto by the members of the Board or a committee shall be filed with the minutes of the proceedings of the Board or such committee as the case may be.

Section 11. Participation By Telephone: Any one or more members of the Board or any committee thereof may participate in a meeting of the Board or such committee by means of a conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other at the same time. Participation by such means shall constitute presence in person at a meeting.

Section 12. Compensation: The Board of Directors may establish by resolution reasonable compensation of all directors for services to the Corporation as directors, including a fixed fee, if any, incurred in attending each meeting and reimbursement of the expenses, if any, incurred by a director in attending each meeting of the Board of Directors. Members of committees

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of the Board of Directors may be allowed like compensation for attending committee meetings. Nothing herein contained shall preclude any director from serving the Corporation in any other capacity, as an officer, agent or otherwise, and receiving compensation therefor.

ARTICLE III COMMITTEES

Section 1. Executive Committee: The Board of Directors, by resolution passed by a majority of the entire Board, may designate one (1) or more directors to constitute an Executive Committee to hold office at the pleasure of the Board, which Committee shall, during the intervals between meetings of the Board of Directors, have and exercise all of the powers of the Board of Directors in the management of the business and affairs of the Corporation, subject only to such restrictions or limitations as the Board of Directors may from time to time specify, or as limited by the New Jersey Business Corporation Act, and shall have power to authorize the seal of the Corporation to be affixed to all instruments which may require it. Any member of the Executive Committee may be removed at any time, with or without cause, by a resolution of a majority of the entire Board of Directors. Any person ceasing to be a director shall *ipso facto* cease to be a member of the Executive Committee. Any vacancy on the Executive Committee occurring from any cause whatsoever may be filled from among the directors by a resolution of a majority of the entire Board of Directors.

Section 2. Other Committees: Other committees, whose members are to be directors, may be appointed by the Board of Directors, which committees appointed shall hold office for such time and have such powers and perform such duties as may from time to time be assigned to them by the Board of Directors. Any member of such a committee may be removed at any time, with or without cause, by the Board of Directors. Any vacancy in a committee occurring from any cause whatsoever may be filled by the Board of Directors.

Section 3. Resignation: Any member of a committee may resign at any time. Such resignation shall be made in writing and shall take effect at the time specified therein, or, if no time be specified, at the time of its receipt by the Chairman of the Board or, if there is then no person serving as Chairman of the Board, by the Chief Executive Officer or the Secretary. The acceptance of a resignation shall not be necessary to make it effective unless so specified therein.

Section 4. Quorum: A majority of the members of a committee shall constitute a quorum. The act of a majority of the members of a committee present at any meeting at which a quorum is present shall be the act of such committee. The members of a committee shall act only as a committee, and the individual members thereof shall have no powers as such.

Section 5. Record of Proceedings: Each committee shall keep a record of its acts and proceedings and shall report the same to the Board of Directors when and as required by the Board of Directors.

Section 6. Organization, Meetings, Notices: A committee may hold its meetings at the principal office of the Corporation, or at any other place upon which a majority of the committee may at any time agree. Each committee may make such rules as it may deem expedient for the regulation and carrying on of its meetings and proceedings. Unless otherwise ordered by the Executive Committee, any notice of a meeting of such Committee may be given by the Secretary or

by the chairman of the Committee and shall be given to each member (a) not less than four (4) days prior to the date of such meeting if mailed and (b) not later than 24 hours prior to the time of such meeting if sent by facsimile or e-mail, or delivered personally or by telephone. If mailed, notice is given when deposited in United States mail, postage prepaid, directed to the member at his residence or usual place of business. Notice of a meeting need not be given to any member who submits a signed waiver of notice before or after the meeting, nor to any member who attends the meeting without protesting the lack of notice prior to such meeting or at its commencement.

Section 7. Compensation: The members of any committee shall be entitled to such compensation as may be allowed them by resolution of the Board of Directors.

ARTICLE IV OFFICERS

Section 1. Number: The officers of the Corporation shall be a President and Chief Executive Officer, a Chief Financial Officer, a Secretary, a Treasurer and such Executive Vice Presidents, Vice Presidents and other officers as may be appointed in accordance with the provisions of Section 3 of this Article IV. The Board of Directors, in its discretion, may also elect a Chairman of the Board.

Section 2. Election, Term of Office and Qualifications: The officers, except as provided in Section 3 of this Article IV, shall be elected annually by the Board of Directors immediately after the annual meeting of stockholders. Each such officer shall, except as herein otherwise provided, hold office until the selection and qualification of his successor or until his earlier resignation or removal. The Chairman of the Board of Directors, if any, shall be a director of the Corporation, and should he cease to be a director, he shall *ipso facto* cease to be such officer. Any two or more offices may be held by the same person.

Section 3. Other Officers: Other officers, including, without limitation, one or more Vice Presidents, Assistant Secretaries and Assistant Treasurers, may from time to time be appointed by the Board of Directors, which other officers shall have such powers and perform such duties as may be assigned to them by the Board of Directors or specifically delegated by the President and Chief Executive Officer, any Executive Vice President or the Chief Financial Officer from among their specified duties. All such officers shall be corporate officers of the Corporation with the limited power to bind the Corporation by acts specifically within the scope of their authority. For the avoidance of doubt, Vice Presidents shall only have the authority to bind the Corporation when such action falls within the duties delegated to such Vice President by the Board, the President and Chief Executive Officer, any Executive Vice President or the Chief Financial Officer.

Section 4. Removal of Officers: Any officer of the Corporation may be removed from office, with or without cause, by a vote of a majority of the Board of Directors.

Section 5. Resignation: Any officer of the Corporation may resign at any time. Such resignation shall be in writing and shall take effect at the time specified therein, and if no time be specified, at the time of its receipt by the Secretary. The acceptance of a resignation shall not be necessary in order to make it effective, unless so specified therein.

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Section 6. Filling of Vacancies: A vacancy in any office shall be filled by the Board of Directors.

Section 7. Compensation: The compensation of the officers shall be fixed by the Board of Directors, or by any committee upon whom power in that regard may be conferred by the Board of Directors.

Section 8. Chairman of the Board of Directors: The Chairman of the Board of Directors, if one is elected, shall be a director and shall preside at all meetings of the Board of Directors and of the stockholders at which he shall be present. He shall have power to call special meetings of the stockholders or of the Board of Directors or of the Executive Committee at any time and shall have such power and perform such other duties as may from time to time be assigned to him by the Board of Directors.

Section 9. President and Chief Executive Officer: The President and Chief Executive Officer shall have the general direction of the business affairs and property of the Corporation, and of its several officers, and shall have and exercise all such powers and discharge such duties as usually pertain to the office of President and/or Chief Executive Officer. He shall have responsibility for the day-to-day affairs of the Corporation, subject to the control of the Board of Directors. He shall perform such duties as may be assigned to him from time to time by the Board of Directors and shall, in the absence of the Chairman of the Board, perform and carry out the functions of the Chairman of the Board.

Section 10. Executive Vice Presidents: During any absence or incapacity of the President and Chief Executive Officer, any Executive Vice President may perform the duties and exercise the powers of the President and Chief Executive Officer, and shall perform such other duties and functions as the Board may prescribe. Any Executive Vice President shall have the power to sign and execute in the name of the Corporation contracts, checks, notes or other orders for the payment of money.

Section 11. Chief Financial Officer: The Chief Financial Officer shall perform such duties and functions as the Board may prescribe.

Section 12. Vice President: The Vice President(s) shall perform such duties and functions as the Board, President and Chief Executive Officer, Executive Vice President or Chief Financial Officer may prescribe. Any Vice President shall have the power to sign and execute in the name of the Corporation contracts, checks, notes or other orders for the payment of money, but only to the extent that such authority is specifically delegated to the Vice President.

Section 13. Secretary: The Secretary shall attend all meetings of the Board of Directors and of the stockholders and record all votes and the minutes of all proceedings in a book to be kept for that purpose, and shall perform like duties for any committee appointed by the Board. He shall give or cause to be given notice of all meetings of stockholders and special meetings of the Board of Directors and shall perform such other duties as may be prescribed by the Board of Directors. He shall keep in safe custody the seal of the Corporation and affix it to any instrument when so authorized by the Board of Directors.

Section 14. Treasurer: The Treasurer shall have the custody of the corporate funds and securities and shall keep full and accurate accounts of receipts and disbursements in books belonging to the Corporation and shall deposit all moneys and other valuable effects in the name and to the credit of the Corporation in such depositories as may be designated by the Board of Directors. He shall disburse the funds of the Corporation as may be ordered by the Board, taking proper vouchers for such disbursements, and shall render to the Chief Executive Officer and directors at the regular meetings of the Board, or whenever they may require it, an account of all his transactions as Treasurer and of the financial condition of the Corporation. He may be required to give bond for the faithful discharge of his duties.

ARTICLE V CAPITAL STOCK

Section 1. Issue of Certificates of Stock: Certificates of capital stock shall be in such form as shall be approved by the Board of Directors. They shall be numbered in the order of their issue, and shall be signed by (1) the President and Chief Executive Officer, the Chairman of the Board or any Vice President, and (2) the Secretary, any Assistant Secretary, the Treasurer or any Assistant Treasurer, and the seal of the Corporation or a facsimile thereof shall be impressed, affixed or reproduced thereon. In case any officer or officers who shall have signed any such certificate or certificates shall cease to be such officer or officers of the Corporation, whether because of death, resignation or otherwise, before such certificate or certificates shall have been delivered by the Corporation, such certificate or certificates may nevertheless be adopted by the Corporation and be issued and delivered as though the person or persons who signed such certificate or certificates have not ceased to be such officer or officers of the Corporation.

If the Corporation shall be authorized to issue more than one class of stock or more than one series of any class, the powers, designations, preferences and relative, participating, optional or other special rights of each class of stock or series thereof and the qualification, limitations or restrictions of such preferences and/or rights shall be set forth in full or summarized on the face or back of the certificate which the Corporation shall issue to represent such class or series of stock, provided that, except as otherwise provided in Section 14A:7-11 of the New Jersey Business Corporation Act, in lieu of the foregoing requirements, there may be set forth on the face or back of the certificate which the Corporation shall issue to represent such class or series of stock, a statement that the Corporation will furnish without charge to each stockholder who so requests the powers, designations, preferences and relative, participating, optional or other special rights of each class of stock or series thereof and the qualifications, limitations or restrictions of such preferences and/or rights.

Section 2. Registration and Transfer of Shares: The name of each person owning capital stock of the Corporation shall be entered on the books of the Corporation together with the number of shares held by such person, the numbers of the certificates covering such shares and the dates of issue of such certificates. The shares of stock of the Corporation shall be transferable on the books of the Corporation by the holders thereof in person, or by their duly authorized attorneys or legal representatives, on surrender and cancellation of certificates for a like number of shares, accompanied by an assignment or power of transfer endorsed thereon or attached thereto, duly executed, and with such proof of the authenticity of the signature as the Corporation or its agents may reasonably require. A record shall be made of each transfer.

The Board of Directors may make other and further rules and regulations concerning the transfer and registration of certificates of stock.

Section 3. Restrictions on Transfer of Shares: A written restriction on the transfer or registration of transfer of capital stock of the Corporation, if permitted by Section 14A:7-12 of the New Jersey Business Corporation Act and noted conspicuously on the certificate representing such capital stock, may be enforced against the holder of the restricted capital stock or any successor or transferee of the holder including an executor, administrator, trustee, guardian or other fiduciary entrusted with like responsibility for the person or estate of the holder. Unless noted conspicuously on the certificate representing such capital stock, a restriction, even though permitted by Section 14A:7-12 of the New Jersey Business Corporation Act, shall be ineffective except against a person with actual knowledge of the restriction. A restriction on the transfer or registration of transfer of capital stock of the Corporation may be imposed either by the Certificate of Incorporation or by an agreement among any number of stockholders or among such stockholders and the Corporation. No restriction so imposed shall be binding with respect to capital stock issued prior to the adoption of the restriction unless the holders of such capital stock are parties to an agreement or voted in favor of the restriction.

Section 4. Record Date: In order that the Corporation may determine the stockholders entitled to notice of or to vote at any meeting of stockholders or any adjournment thereof, or to express consent to corporate action in writing without a meeting, or entitled to receive payment of any dividend or other distribution or allotment of any rights, or entitled to exercise any rights in respect of any change, conversion or exchange of stock or for the purpose of any other lawful action, the Board of Directors may fix, in advance, a record date, which shall not be more than sixty nor less than ten days before the date of such meeting, nor more than sixty days prior to any other action. A determination of stockholders of record entitled to notice of or to vote at a meeting of stockholders shall apply to any adjournment of the meeting; provided, however, that the Board of Directors may fix a new record date for the adjourned meeting.

Section 5. Registered Stockholders: The Corporation shall be entitled to recognize the exclusive right of a person registered on its books as the owner of shares to receive dividends, and to vote as such owner, and to hold liable for calls and assessments a person registered on its books as the owner of shares, and shall not be bound to recognize any equitable or other claim to or interest in such share or shares on the part of any other person, whether or not it shall have express or other notice thereof, except as otherwise provided by the laws of New Jersey.

Section 6. Lost, Destroyed and Mutilated Certificates: The holder of any stock of the Corporation shall immediately notify the Corporation of any loss, theft, destruction or mutilation of the certificates thereof. The Corporation may issue a new certificate of stock in the place of any certificate theretofore issued by it alleged to have been lost, stolen or destroyed, and the Board of Directors may, in its discretion, require the owner of the lost, stolen or destroyed certificate, or his legal representatives, to give the Corporation a bond, in such sum not exceeding double the value of the stock and with such surety or sureties as they may require, to indemnify it against any claim that may be made against it by reason of the issue of such new certificate and against all other liability in the premises, or may remit such owner to such remedy or remedies as he may have under the laws of the State of New Jersey.

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ARTICLE VI
DIVIDENDS AND SURPLUS

Section 1. General Discretion of Directors: The Board of Directors shall have power to fix and vary the amount to be set aside or reserved as working capital of the Corporation, or as reserves, or for other proper purposes of the Corporation, and, subject to the requirements of the Certificate of Incorporation, to determine whether any part of the surplus or net profits of the Corporation shall be declared in dividends and paid to the stockholders, and to fix the date or dates for the payment of dividends.

ARTICLE VII
INDEMNIFICATION

Section 1. Nature of Indemnity: The officers, directors, employees and agents of the Corporation shall be indemnified (including advancement by the Company of expenses incurred by any of them in defending any civil, criminal, administrative or investigative action, suit or proceeding) to the fullest extent permitted by Section 14A:3-5 of the New Jersey Business Corporation Act or any successor provision.

Section 2. Indemnification not to Exclude Other Rights: The indemnification and advancement of expenses provided by this Article VII shall not be deemed exclusive of any other rights to which a director or officer seeking indemnification or advancement of expenses may be entitled under any By-Law, agreement, vote of stockholders or disinterested directors or otherwise, both as to the action in his official capacity and as to action in any other capacity while holding office, and shall continue as to a person who has ceased to be a director or officer, and shall inure to the benefit of the estate, heirs, executors and administrators of such person.

Section 3. Insurance: In addition to the indemnification by the Corporation, the Corporation shall have the power to purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise against any liability asserted against him and incurred by him in any such capacity, or arising out of his status as such, whether or not the Corporation would have the power to indemnify him against such liability under the provisions of this Section.

Section 4. Existing Rights Not Affected by Amendment, Termination or Repeal: No amendment, termination or repeal of this Article VII or of relevant provisions of the New Jersey Business Corporation Act or any other applicable law shall effect or diminish in any way the rights of any person to indemnification under the provisions hereof with respect to any action, suit or proceeding arising out of, or relating to, any actions, transactions or facts occurring prior to the final adoption of such amendment, termination or repeal.

ARTICLE VIII
MISCELLANEOUS PROVISIONS

Section 1. Fiscal Year: The fiscal year of the Corporation shall be fixed by resolution of the Board of Directors.

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Section 2. Corporate Seal: The corporate seal shall be in such form as approved by the Board of Directors and may be altered at their pleasure. The corporate seal may be used by causing it or a facsimile thereof to be impressed, affixed or otherwise reproduced.

Section 3. Notices: Except as otherwise expressly provided, any notice required by these By-Laws to be given shall be sufficient if given by depositing the same in a post office or letter box in a sealed wrapper with first-class postage prepaid thereon and addressed to the person entitled thereto at his address, as the same appears upon the books of the Corporation, or by sending a facsimile or e-mail to such person; and such notice shall be deemed to be given at the time it is mailed, faxed or e-mailed.

Section 4. Contracts, Checks, Drafts: The Board of Directors, except as may otherwise be required by law, may authorize any officer or officers, agent or agents, in the name of and on behalf of the Corporation to enter into any contract or execute or deliver any instrument. All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Corporation shall be signed by such officer or officers, agent or agents of the Corporation, and in such manner, as shall be designated from time to time by resolution of the Board of Directors.

Section 5. Deposits: All funds of the Corporation shall be deposited from time to time to the credit of the Corporation in such bank or banks, trust companies or other depositories as the Board of Directors, or any officer thereunto authorized by the Board of Directors, may select, and, for the purpose of such deposit, checks, drafts, warrants and other orders for the payment of money which are payable to the order of the Corporation, may be endorsed for deposit, assigned and delivered by any officer of the Corporation, or by such agents of the Corporation as the Board of Directors, the Chairman of the Board, if any, or the Chief Executive Officer may authorize for that purpose.

Section 6. Voting Stock of Other Corporations: Except as otherwise ordered by the Board of Directors or the Executive Committee, the Chairman of the Board, if any, or the Chief Executive Officer shall have full power and authority on behalf of the Corporation to attend and to act and to vote at any meeting of the stockholders of any corporation of which the Corporation is a stockholder and to execute a proxy to any other person to represent the Corporation at any such meeting, and at any such meeting the Chairman of the Board, if any, or the Chief Executive Officer or the holder of any such proxy, as the case may be, shall possess and may exercise any and all rights and powers incident to ownership of such stock and which, as owner thereof, the Corporation might have possessed and exercised if present. The Board of Directors or the Executive Committee may from time to time confer like powers upon any other person or persons.

ARTICLE IX AMENDMENTS

Section 1. These By-Laws may be amended or repealed, or new By-Laws may be adopted, by vote of the stockholders entitled to vote in the election of directors, at any annual meeting of the stockholders, or at any special meeting of the stockholders if the notice of such special meeting shall state that amendment or repeal of these By-Laws, or the adoption of new By-Laws, is one of the purposes of such meeting; provided, however, that By-Laws adopted by the stockholders shall not be rescinded, altered, amended or repealed by the Board of Directors if such

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By-Laws adopted by the stockholders so express. These By-Laws may also be amended or repealed, or new By-Laws may be adopted, by the Board of Directors at any meeting thereof; provided, however, that By-Laws adopted by the Board of Directors may be amended or repealed by the stockholders as hereinabove provided.

CERTIFICATE OF INCORPORATION

OF

BYRAM HEALTHCARE CENTERS, INC.

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FILED

OCT 5 1987

JANE BURGIO
Secretary of State

0397805

To: The Secretary of State
State of New Jersey

The undersigned, of the age of eighteen years
or over, for the purpose of forming a corporation pursuant to
the provisions of Title 14A, Corporations, General, of the
New Jersey Statutes, does hereby execute the following
Certificate of Incorporation:

FIRST: The name of the corporation is
BYRAM HEALTHCARE CENTERS, INC.

SECOND: The purpose or purposes for which the
corporation is organized are:

To do any lawful act or thing for which corporations
may be organized pursuant to the provisions of Title 14A,
Corporations, General, of the New Jersey Statutes.

THIRD: The aggregate number of shares which the
corporation shall have the authority to issue is
2,500 shares without nominal or par value

0100352316

FOURTH: The address of the corporation's initial registered office and the name of the corporation's initial registered agent therein are:

Lawrence E. Janes 23 Colonial Terrace, Maplewood, N.J. 07040

FIFTH: The number of directors constituting the initial board of directors shall be two and the names and addresses of the directors are as follows:

Lawrence E. Janes 23 Colonial Terrace, Maplewood, N.J. 07040

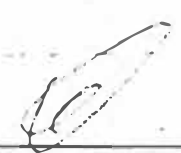
Peter Phillips 13 Burgess Court, Westfield, N.J. 07090

SIXTH: The name and address of the incorporator is as follows:

Lenore K. Hodes 31 Stelton Road, Piscataway, New Jersey 08854

IN WITNESS WHEREOF, the undersigned, the incorporator of the above-named corporation, has hereunto signed this Certificate of Incorporation.

DATED October 5, 1987



Lenore K. Hodes

Prepared and Filed by:

Bendit, Weinstock & Sharbaugh, Esqs.
80 Main Street
West Orange, N.J. 07052

N/C

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FILED

CERTIFICATE OF AMENDMENT OF CERTIFICATE OF INCORPORATION OF

JAN 31 1995

BYRAM HEALTHCARE CENTERS, INC.

LONNA R. HOOKS
Secretary of State

TO: The Secretary of State
State of New Jersey

098944

Pursuant to the provisions of Section 14A:9-2(4) and Section 14A:9-4(3), Corporations, General, of the New Jersey Statutes, the undersigned corporation executes the following Certificate of Amendment to its Certificate of Incorporation:

1. The name of the corporation is **Byram Healthcare Centers, Inc.**

2. The following amendment to the Certificate of Incorporation was approved by the directors and thereafter duly adopted by the shareholders of the corporation on the 3 day of JANUARY, 1995.

Resolved, the Article Third of the Certificate of Incorporation be amended to read as follows:

"The aggregate number of shares which the Corporation shall have the authority to issue is 5,000,000 shares without nominal or par value"

3. The number of shares outstanding at the time of the adoption of the amendment was 2500. The total number of shares entitled to vote thereon was 2500.

4. The number of shares voting for and against such amendment is as follows:

Number of Shares Voting
For Amendment

Number of Shares Voting
Against Amendment

2500

0

5. The effective date of this Amendment to the Certificate of Incorporation shall be February 1, 1995.

Dated this 25 day of JANUARY, 1995.

BYRAM HEALTHCARE CENTERS, INC.

BY:

Peter Phillips
PETER PHILLIPS, President

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DEC 23 1998

CERTIFICATE OF MERGER

OF

James A. DiEleuterio, Jr.
State Treasurer

BYRAM HEALTHCARE CENTERS, INC.,
A New Jersey corporation

0100352316

and

BYRAM-SOUTHEAST HEALTHCARE CENTERS, INC.,
a Georgia corporation

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TO: Secretary of State
State of New Jersey

Pursuant to the provisions of Chapter 10 of the New Jersey Business Corporation Act, the undersigned corporations, Byram Healthcare Centers, Inc., a New Jersey corporation ("Byram") and Byram-Southeast Healthcare Centers, Inc., a Georgia corporation ("Byram-SE") hereby adopt this Certificate of Merger for the purpose of merging Byram-SE into Byram:

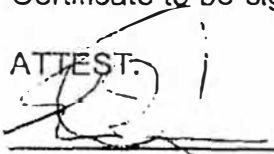
1. The Agreement and Plan of Merger setting forth the terms and conditions of the merger of Byram-SE with and into Byram was executed by Byram-SE and Byram as of July 1, 1998 ("Merger Plan") after approval of the Board of Directors of Byram and Byram-SE. A Summary of the Merger Plan is attached to this Certificate as Exhibit A.
2. The Merger shall be effective on December 31, 1998.
3. The name of the surviving corporation after the effective date of the merger shall be "Byram Healthcare Centers, Inc." ("Surviving Corporation") which will continue its existence as the Surviving Corporation under its present name upon the effective date of the merger pursuant to the laws of the State of New Jersey.

4. The laws of the State of Georgia, the jurisdiction under which Byram-SE was organized, permit the merger contemplated by the Merger Plan, and the laws of the State of Georgia, on fulfillment of the applicable Georgia filing and recording requirements have been complied with.

IN WITNESS WHEREOF, each of the undersigned corporations have caused this

Certificate to be signed and sealed this 21 day of December, 1998.

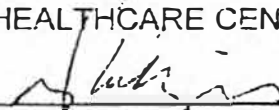
ATTEST:



Lawrence E. Janes
Secretary


BYRAM HEALTHCARE CENTERS, INC.

BY:



Peter A. Phillips
President

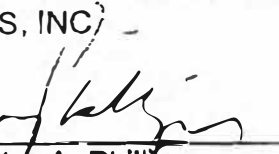
ATTEST:



Lawrence E. Janes
Secretary

BYRAM-SOUTHEAST HEALTHCARE
CENTERS, INC.)

BY:



Peter A. Phillips
President

EXHIBIT A TO CERTIFICATE OF MERGER

Summary of Merger Plan

Byram Healthcare Centers, Inc., a New Jersey corporation ("Byram") proposes to enter into an Agreement and Plan of Merger ("Merger Agreement") dated July 1, 1998 with its wholly owned subsidiary, Byram-Southeast Healthcare Centers, Inc., a Georgia corporation ("Byram-SE"). The Merger Agreement provides for the merger of Byram-SE into Byram with Byram being the surviving entity. The purpose of the merger is to reduce overhead and operating expenses. The Board of Directors of Byram has determined that the merger with Byram-SE is in the best interest of Byram. The merger is scheduled to occur on or about December 31, 1998 ("Merger Date").

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CERTIFICATE OF MERGER

OF

**FOX PAINE-BHC MERGER SUB, INC.,
A Delaware corporation**

**James A. DiEnte, Jr.
State Treasurer**

AND

**BYRAM HEALTHCARE CENTERS, INC.,
A New Jersey corporation**

0100352316

TO: Secretary of State
State of New Jersey

Pursuant to the provisions of Chapter 10 of the New Jersey Business Corporation Act, the undersigned corporations, Byram Healthcare Centers, Inc., a New Jersey corporation ("Byram") and Fox Paine-BHC Merger Sub, Inc., a Delaware corporation ("Fox Paine") hereby adopt this Certificate of Merger for the purpose of merging Fox Paine into Byram and amending the Certificate of Incorporation of Byram:

1. The Agreement and Plan of Merger setting forth the terms and conditions of the merger of Fox Paine with and into Byram was executed by Fox Paine and Byram as of February 1, 1999 ("Merger Plan"). A Summary of the Merger Plan is attached to this Certificate as Exhibit A.

2. There are 5,000,000 shares of common stock, no par value of Byram issued and outstanding which were entitled to vote on the Merger Plan and 5,000,000 shares were voted in favor of the Merger Plan by written consent of the shareholders in lieu of a meeting. On or about February 8, 1999, all the shareholders approved the Merger Plan.

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3. There were 1,000 shares of common stock, \$.01 par value of Fox Paine issued and outstanding which were entitled to vote on the Merger Plan and 1,000 shares were voted in favor of the Merger Plan by written consent of the sole shareholder on February 8, 1999.

4. The effective date of the Merger shall be February 16, 1999.

5. The name of the surviving corporation after the effective date of the merger shall be "Byram Healthcare Centers, Inc." ("Surviving Corporation") which will continue its existence as the Surviving Corporation under its present name upon the effective date of the merger pursuant to the laws of the State of New Jersey.

6. The laws of the State of Delaware, the jurisdiction under which Fox Paine was organized, permit the merger contemplated by the Merger Plan, and the laws of the State of Delaware, on fulfillment of the applicable Delaware filing and recording requirements have been complied with.

7. Pursuant to the provisions of Section 14A:9-2(4) and 14A:9-4(3) of the the following amendment to the Certificate of Incorporation was approved by the directors and thereafter duly adopted by the shareholders of the corporation on or about February 8, 1999:

Resolved, Article Third of the Certificate of Incorporation be amended to read as follows:

"The aggregate number of shares which the Corporation shall have the authority to issue is 7,875,456 shares without nominal or par value".

8. The number of shares of Byram. outstanding at the time of adoption of the amendment was 5,000,000 shares. The total number of shares of Byram entitled to vote thereon was 5,000,000.

9. The number of shares of Byram voting for and against such amendment is as follows:

**Number of Shares Voting
for Amendment**

5,000,000

**Number of Shares Voting
Against Amendment**

0

10. The effective date of the Amendment to the Certificate of Incorporation shall be February 16, 1999.

IN WITNESS WHEREOF, each of the undersigned corporations have caused this Certificate to be signed and sealed this 16 day of February, 1999.

BYRAM HEALTHCARE CENTERS, INC.

BY: 

Peter A. Phillips
President

FOX PAINE - BHC MERGER SUB, INC.

BY: 

Jason B. Hurwitz
Vice President

EXHIBIT A TO CERTIFICATE OF MERGER
Summary of Merger Plan

Byram Healthcare Centers, Inc., a New Jersey corporation ("Byram") has entered into an Agreement and Plan of Merger ("Merger Agreement") dated as of February 1, 1999 with Fox Paine Byram Holdings, LLC, a Delaware limited liability company ("Fox Paine-Parent"), Fox Paine-BHC Merger Sub, Inc., a Delaware corporation and wholly-owned subsidiary of Fox Paine-Parent ("Fox Paine-Subsidiary"), Peter A. Phillips and Lawrence E. Janes. The Merger Agreement provides for the merger of Fox Paine-Subsidiary into Byram with Byram being the surviving entity ("New Byram"). In the merger, 92.8% of the outstanding Byram common stock held by its shareholders at the Merger Date will be redeemed in exchange for a cash payment. In addition to the cash payment, Fox Paine-Parent and other individuals will invest new capital into the New Byram at the closing of the Merger in the approximate amount of at least \$1,900,000, which will result in a proforma stockholders equity of New Byram after giving effect to the Merger of at least \$1,900,000 more than the actual stockholder's equity of Byram immediately before the Merger. In addition, the principal shareholders of Byram, Lawrence E. Janes and Peter A. Phillips, will surrender their share certificates representing their retained 7.2% percentage ownership in Byram for the issuance of share certificates equal to 8.9% of New Byram without additional consideration and in recognition of their controlling majority stock interest in Byram. Pursuant to the other agreements to be entered into at the closing of the merger, Messrs. Phillips and Janes will also continue to work as employees of New Byram and retain one seat on the Board of Directors.

The Board of Directors of Byram has determined that the merger with Fox Paine-Subsidiary is in the best interest of Byram and its shareholders, has approved the Merger Agreement and is seeking approval of the Merger Agreement by all the shareholders of Byram. The merger is scheduled to occur on or about February 16, 1999 ("Merger Date").

The exact purchase price to be paid can not be determined at this time because the purchase price will be subject to post closing adjustments as detailed below. The parties have agreed that the amount to be paid on the Merger Date which is based upon the adjusted net asset value of the corporation as of June 30, 1998 will be \$10,284,893. This amount does not include the value of the stock in the New Byram that will be issued to Messrs. Janes and Phillips. Of this total amount, the following will be placed in escrow:

- (i) the sum of \$175,000.00 which represents an escrow for potential adjustments to be made to the adjusted net asset value of the corporation as of the Merger Date ("Escrow #1"); and
- (ii) the sum of \$1,500,000.00 which represents an escrow for potential liabilities of Byram arising out of Byram's representations and warranties required in the Merger Agreement ("Escrow #2").

The purchase price net of the escrowed amounts will be disbursed to the shareholders on the Merger Date ("Net Cash Closing Proceeds"). It is currently anticipated

that each shareholder will receive approximately \$1.89 per share from the Net Cash Closing Proceeds. Escrow #1 and #2 represent together a further \$.37 per share.

In addition, the parties have agreed that within ninety days of the Merger Date, the new Byram will perform an audit of Byram's financial records and will establish the adjusted net asset value of the corporation as of the Merger Date. The audit may result in an increase or decrease in the net asset value of Byram and any decrease will be paid from Escrow #1 with a possible additional payment from the shareholders of the Byram if the decrease exceeds the \$175,000 in Escrow #1. Any increase will be paid to the shareholders. Byram expects that the balance of Escrow #1 will be released within one hundred and twenty (120) days of the Merger Date.

Claims may arise if any of Byram's representations and warranties made in the Merger Agreement prove to be inaccurate on the date of the Merger Agreement or the Merger Date; the amount of such claims in excess of \$80,000 may be deducted from Escrow #2. This Escrow, less adjustments, will be released in two installments, the first will be released approximately one year from the Merger Date and the balance will be released approximately two years from the Merger Date. The shareholders of Byram (other than Messrs. Phillips and Janes) will not have any exposure beyond the \$1,500,000 in Escrow #2 if claims made against Escrow #2 exceed that amount.

Escrow #1 and Escrow #2 will be held by a national banking association which will be determined prior to the Merger Date.

Messrs. Janes and Phillips are required to act as the representatives of all shareholders under the Merger Agreement for the purpose of facilitating the release of Escrow #1 and Escrow #2 to shareholders. In the event a dispute arises as to the release of an escrow, Messrs. Janes and Phillips will represent the interests of the shareholders.

A copy of the Agreement and Plan of Merger is available for review at the corporate headquarters of Byram at 75 Holly Hill Lane, Greenwich, Connecticut 06830.

MAR 21 2000

State Treasurer

New Jersey Department of State
Division of Commercial Recording
Certificate of Amendment
to the Certificate of Incorporation
(For Use by Domestic Profit Corporations)

Pursuant to the provisions of Section 14A:9-2 (4) and Section 14A:9-4 (3), Corporations, General, of the New Jersey Statutes, the undersigned corporation executes the following Certificate of Amendment to its Certificate of Incorporation:

1. The name of the Corporation is: **Byram Healthcare Centers, Inc.**
2. The following amendment to the Certificate of Incorporation was approved by the directors and thereafter duly adopted by the shareholders without a meeting pursuant to the written consents of the shareholders of the corporation on the 29th day of February, 2000:

Resolved, that Article Third of the Certificate of Incorporation be amended to read as follows:

The aggregate number of shares which the Corporation shall have the authority to issue is 10,953,793 shares without nominal or par value.

3. The number of shares outstanding at the time of adoption of the amendment was: **7,184,627**

The total number of shares entitled to vote thereon was: **7,184,627**

If the shares of any class or series of shares are entitled to vote thereon as a class, set forth below the designation and number of outstanding shares entitled to vote thereon of each such class or series. (Omit if not applicable).

4. The number of shares voting for and against such amendment is as follows: (If the shares of any class or series are entitled to vote as a class, set forth the number of shares of each such class and series voting for and against the amendment, respectively).

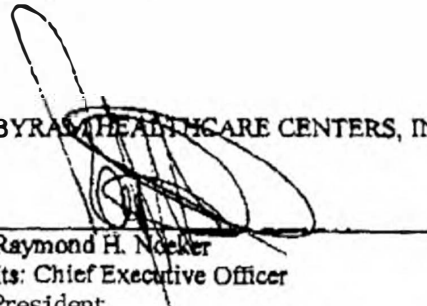
Number of Shares Voting for Amendment
7,184,627

Number of Shares Voting Against Amendment
0

5. If the amendment provides for an exchange, reclassification or cancellation of issued shares, set forth a statement of the manner in which the same shall be effected. (Omit if not applicable.)

6. Other provisions: (Omit if not applicable).

BYRAM HEALTHCARE CENTERS, INC.


Raymond H. Noeker
Its: Chief Executive Officer
President

Dated this 20th day of March, 2000.

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C-102A Rev 12/93

New Jersey Department of the Treasury
Division of Revenue
Certificate of Amendment to
Certificate of Incorporation
(For Use by Domestic Profit Corporations)

FILED

JUN 28 2000

State Treasurer
Roland Machold

Pursuant to the provisions of Section 14A:9-2 (4) and Section 14A:9-4 (3), Corporations, General, of the New Jersey Statutes, the undersigned corporation executes the following Certificate of Amendment to its Certificate of Incorporation:

1. The name of the corporation is:

BYRAM HEALTHCARE CENTERS, INC.

2. The following amendment to the Certificate of Incorporation was approved by the directors and thereafter duly adopted by the shareholders of the corporation on the 28TH day of JUNE 2000

Resolved, that Article THIRD of the Certificate of Incorporation be amended to read as follows:

THE AGGREGATE NUMBER OF SHARES WHICH THE CORPORATION SHALL HAVE THE AUTHORITY TO ISSUE IS 11,022,882 SHARES WITHOUT NOMINAL OR PAR VALUE.

3. The number of shares outstanding at the time of the adoption of the amendment was: 8,763,037
The total number of shares entitled to vote thereon was: 8,763,037

If the shares of any class or series of shares are entitled to vote thereon as a class, set forth below the designation and number of outstanding shares entitled to vote thereon of each such class or series. (Omit if not applicable).

4. The number of shares voting for and against such amendment is as follows: (If the shares of any class or series are entitled to vote as a class, set forth the number of shares of each such class and series voting for and against the amendment, respectively).

Number of Shares Voting for Amendment
8,763,037

Number of Shares Voting Against Amendment
0

5. If the amendment provides for an exchange, reclassification or cancellation of issued shares, set forth a statement of the manner in which the same shall be effected. (Omit if not applicable).

6. Other provisions: (Omit if not applicable).

BYRAM HEALTHCARE CENTERS, INC.


Peter A. Phillips
Vice President

Dated this 28th day of June 2000.

May be executed by the Chairman of the Board, or the President, or a Vice President of the Corporation.

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C-102A Rev 12/93

New Jersey Department of the Treasury
Division of Revenue
Certificate of Amendment to
Certificate of Incorporation
(For Use by Domestic Profit Corporations)

FILED

JUN 28 2000

State Treasurer
Roland Machold

Pursuant to the provisions of Section 14A:9-2 (4) and Section 14A:9-4 (3), Corporations, General, of the New Jersey Statutes, the undersigned corporation executes the following Certificate of Amendment to its Certificate of Incorporation:

1. The name of the corporation is:

BYRAM HEALTHCARE CENTERS, INC.

2. The following amendment to the Certificate of Incorporation was approved by the directors and thereafter duly adopted by

the shareholders of the corporation on the 28TH day of JUNE 2000

Resolved, that Article THIRD of the Certificate of Incorporation be amended to read as follows:

THE AGGREGATE NUMBER OF SHARES WHICH THE CORPORATION SHALL HAVE
THE AUTHORITY TO ISSUE IS 11,022,882 SHARES WITHOUT NOMINAL OR PAR VALUE.

3. The number of shares outstanding at the time of the adoption of the amendment was: 8,763,037
The total number of shares entitled to vote thereon was: 8,763,037

If the shares of any class or series of shares are entitled to vote thereon as a class, set forth below the designation and number of outstanding shares entitled to vote thereon of each such class or series. (Omit if not applicable).

4. The number of shares voting for and against such amendment is as follows: (If the shares of any class or series are entitled to vote as a class, set forth the number of shares of each such class and series voting for and against the amendment, respectively).

Number of Shares Voting for Amendment

8,763,037

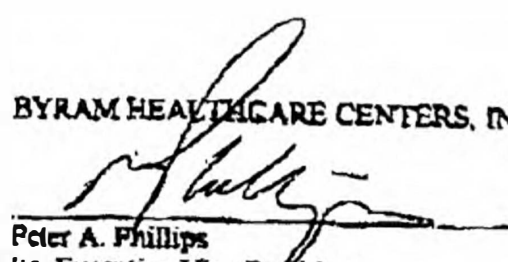
Number of Shares Voting Against Amendment

0

5. If the amendment provides for an exchange, reclassification or cancellation of issued shares, set forth a statement of the manner in which the same shall be effected. (Omit if not applicable).

6. Other provisions: (Omit if not applicable).

BYRAM HEALTHCARE CENTERS, INC.


Peter A. Phillips
Its Executive Vice President

Dated this 28th day of June 2000.

May be executed by the Chairman of the Board, or the President, or a Vice President of the Corporation.

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FILED

FEB 16 1999

James A. DiEleuterio, Jr.
State Treasurer

CERTIFICATE OF MERGER

OF

FOX PAINE-BHC MERGER SUB, INC.,
A Delaware corporation

AND

BYRAM HEALTHCARE CENTERS, INC.,
A New Jersey corporation

0100352316

TO: Secretary of State
State of New Jersey

Pursuant to the provisions of Chapter 10 of the New Jersey Business Corporation Act, the undersigned corporations, Byram Healthcare Centers, Inc., a New Jersey corporation ("Byram") and Fox Paine-BHC Merger Sub, Inc., a Delaware corporation ("Fox Paine") hereby adopt this Certificate of Merger for the purpose of merging Fox Paine into Byram and amending the Certificate of Incorporation of Byram:

1. The Agreement and Plan of Merger setting forth the terms and conditions of the merger of Fox Paine with and into Byram was executed by Fox Paine and Byram as of February 1, 1999 ("Merger Plan"). A Summary of the Merger Plan is attached to this Certificate as Exhibit A.

2. There are 5,000,000 shares of common stock, no par value of Byram issued and outstanding which were entitled to vote on the Merger Plan and 5,000,000 shares were voted in favor of the Merger Plan by written consent of the shareholders in lieu of a meeting. On or about February 8, 1999, all the shareholders approved the Merger Plan.

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3. There were 1,000 shares of common stock, \$.01 par value of Fox Paine issued and outstanding which were entitled to vote on the Merger Plan and 1,000 shares were voted in favor of the Merger Plan by written consent of the sole shareholder on February 8, 1999.

4. The effective date of the Merger shall be February 16, 1999.

5. The name of the surviving corporation after the effective date of the merger shall be "Byram Healthcare Centers, Inc." ("Surviving Corporation") which will continue its existence as the Surviving Corporation under its present name upon the effective date of the merger pursuant to the laws of the State of New Jersey.

6. The laws of the State of Delaware, the jurisdiction under which Fox Paine was organized, permit the merger contemplated by the Merger Plan, and the laws of the State of Delaware, on fulfillment of the applicable Delaware filing and recording requirements have been complied with.

7. Pursuant to the provisions of Section 14A:9-2(4) and 14A:9-4(3) of the the following amendment to the Certificate of Incorporation was approved by the directors and thereafter duly adopted by the shareholders of the corporation on or about February 8, 1999:

Resolved, Article Third of the Certificate of Incorporation be amended to read as follows:

"The aggregate number of shares which the Corporation shall have the authority to issue is 7,875,456 shares without nominal or par value".

8. The number of shares of Byram. outstanding at the time of adoption of the amendment was 5,000,000 shares. The total number of shares of Byram entitled to vote thereon was 5,000,000.

9. The number of shares of Byram voting for and against such amendment is as follows:

**Number of Shares Voting
for Amendment**

**Number of Shares Voting
Against Amendment**

5,000,000

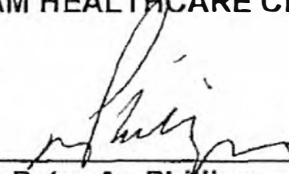
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10. The effective date of the Amendment to the Certificate of Incorporation shall be February 16, 1999.

IN WITNESS WHEREOF, each of the undersigned corporations have caused this Certificate to be signed and sealed this 16 day of February, 1999.

BYRAM HEALTHCARE CENTERS, INC.

BY: _____


Peter A. Phillips
President

FOX PAINE - BHC MERGER SUB, INC.

BY: _____

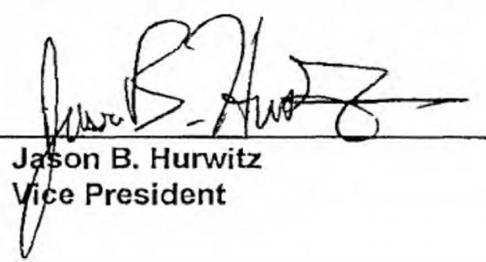

Jason B. Hurwitz
Vice President

EXHIBIT A TO CERTIFICATE OF MERGER
Summary of Merger Plan

Byram Healthcare Centers, Inc., a New Jersey corporation ("Byram") has entered into an Agreement and Plan of Merger ("Merger Agreement") dated as of February 1, 1999 with Fox Paine Byram Holdings, LLC, a Delaware limited liability company ("Fox Paine-Parent"), Fox Paine-BHC Merger Sub, Inc., a Delaware corporation and wholly-owned subsidiary of Fox Paine-Parent ("Fox Paine-Subsidiary"), Peter A. Phillips and Lawrence E. Janes. The Merger Agreement provides for the merger of Fox Paine-Subsidiary into Byram with Byram being the surviving entity ("New Byram"). In the merger, 92.8% of the outstanding Byram common stock held by its shareholders at the Merger Date will be redeemed in exchange for a cash payment. In addition to the cash payment, Fox Paine-Parent and other individuals will invest new capital into the New Byram at the closing of the Merger in the approximate amount of at least \$1,900,000, which will result in a proforma stockholders equity of New Byram after giving effect to the Merger of at least \$1,900,000 more than the actual stockholder's equity of Byram immediately before the Merger. In addition, the principal shareholders of Byram, Lawrence E. Janes and Peter A. Phillips, will surrender their share certificates representing their retained 7.2% percentage ownership in Byram for the issuance of share certificates equal to 8.9% of New Byram without additional consideration and in recognition of their controlling majority stock interest in Byram. Pursuant to the other agreements to be entered into at the closing of the merger, Messrs. Phillips and Janes will also continue to work as employees of New Byram and retain one seat on the Board of Directors.

The Board of Directors of Byram has determined that the merger with Fox Paine-Subsidiary is in the best interest of Byram and its shareholders, has approved the Merger Agreement and is seeking approval of the Merger Agreement by all the shareholders of Byram. The merger is scheduled to occur on or about February 16, 1999 ("Merger Date").

The exact purchase price to be paid can not be determined at this time because the purchase price will be subject to post closing adjustments as detailed below. The parties have agreed that the amount to be paid on the Merger Date which is based upon the adjusted net asset value of the corporation as of June 30, 1998 will be \$10,284,893. This amount does not include the value of the stock in the New Byram that will be issued to Messrs. Janes and Phillips. Of this total amount, the following will be placed in escrow:

- (i) the sum of \$175,000.00 which represents an escrow for potential adjustments to be made to the adjusted net asset value of the corporation as of the Merger Date ("Escrow #1"); and
- (ii) the sum of \$1,500,000.00 which represents an escrow for potential liabilities of Byram arising out of Byram's representations and warranties required in the Merger Agreement ("Escrow #2").

The purchase price net of the escrowed amounts will be disbursed to the shareholders on the Merger Date ("Net Cash Closing Proceeds"). It is currently anticipated

that each shareholder will receive approximately \$1.89 per share from the Net Cash Closing Proceeds. Escrow #1 and #2 represent together a further \$.37 per share.

In addition, the parties have agreed that within ninety days of the Merger Date, the new Byram will perform an audit of Byram's financial records and will establish the adjusted net asset value of the corporation as of the Merger Date. The audit may result in an increase or decrease in the net asset value of Byram and any decrease will be paid from Escrow #1 with a possible additional payment from the shareholders of the Byram if the decrease exceeds the \$175,000 in Escrow #1. Any increase will be paid to the shareholders. Byram expects that the balance of Escrow #1 will be released within one hundred and twenty (120) days of the Merger Date.

Claims may arise if any of Byram's representations and warranties made in the Merger Agreement prove to be inaccurate on the date of the Merger Agreement or the Merger Date; the amount of such claims in excess of \$80,000 may be deducted from Escrow #2. This Escrow, less adjustments, will be released in two installments, the first will be released approximately one year from the Merger Date and the balance will be released approximately two years from the Merger Date. The shareholders of Byram (other than Messrs. Phillips and Janes) will not have any exposure beyond the \$1,500,000 in Escrow #2 if claims made against Escrow #2 exceed that amount.

Escrow #1 and Escrow #2 will be held by a national banking association which will be determined prior to the Merger Date.

Messrs. Janes and Phillips are required to act as the representatives of all shareholders under the Merger Agreement for the purpose of facilitating the release of Escrow #1 and Escrow #2 to shareholders. In the event a dispute arises as to the release of an escrow, Messrs. Janes and Phillips will represent the interests of the shareholders.

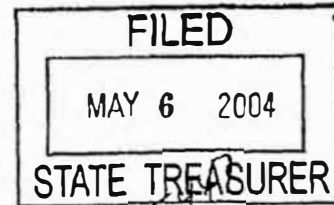
A copy of the Agreement and Plan of Merger is available for review at the corporate headquarters of Byram at 75 Holly Hill Lane, Greenwich, Connecticut 06830.

**CERTIFICATE OF MERGER
OF**

BYRAM HOLDING COMPANY II, INC.

INTO

BYRAM HEALTHCARE CENTERS, INC.



To the Department of the Treasury
State of New Jersey

Pursuant to the provisions of Section 14A:10-4.1 of the New Jersey Business Corporation Act, the New Jersey business corporations hereinafter named do hereby certify that:

1. The name of the merging corporation, which is a business corporation of the State of New Jersey is **Byram Holding Company II, Inc.**
2. The name of the surviving corporation which is a business corporation of the State of New Jersey is **Byram Healthcare Centers, Inc.**
3. The Plan of Merger is attached to this certificate as Exhibit A.
4. The Plan of Merger was approved by the Board of Directors of the surviving corporation and no vote of the shareholders of the surviving corporation was required because of the applicability of subsection 14A:10-3(4) of the New Jersey Business Corporation Act as well as the applicability of subsection 14A:10-3(6) and the conditions of paragraphs (a) through (h) of that subsection have been satisfied.

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This Certificate of Merger is executed as of this 3rd day of May, 2004.

BYRAM HOLDING COMPANY II, INC.

By:  _____

Name: Raymond H. Nocker

Title: CEO

BYRAM HEALTHCARE CENTERS, INC.

By:  _____

Name: Raymond H. Nocker

Title: CEO

370262 v.01 S1

**PLAN OF MERGER
OF
BYRAM HOLDING COMPANY II, INC.
WITH AND INTO
BYRAM HEALTHCARE CENTERS, INC.**

This Plan of Merger (the "Plan") is intended to accomplish the merger (the "Merger") of Byram Holding Company II, Inc. with and into Byram Healthcare Centers, Inc. in accordance with the provisions of subsection 14A:10-4.1 of the New Jersey Business Corporation Act (the "Act").

1. Parties to the Merger.

1.1 Byram Holding Company II, Inc. (hereinafter sometimes referred to as the "Merging Corporation" or "Byram II") is a stock corporation organized and existing under the laws of the State of New Jersey, all of the shares of which are owned directly by the Holding Company (as defined below in section 1.3).

1.2 Byram Healthcare Centers, Inc. (hereinafter sometimes referred to as the "Surviving Corporation" or "Byram Healthcare") is a stock corporation organized and existing under the laws of the State of New Jersey and as a result of the merger will become a direct wholly-owned subsidiary of the Holding Company (as hereinafter defined).

1.3 Byram Holdings I, Inc. (hereinafter sometimes referred to as the "Holding Company" or "BHC") is a corporation which, from its incorporation until consummation of the Merger, governed by subsections (6) and (7) of 14A:10-3 of the Act, was at all times a direct wholly-owned subsidiary of the Surviving Corporation and shares of which are to be issued in the Merger.

2. Names of Merging Corporations and Designation of Surviving Corporation.

2.1 The names of the merging corporations are Byram Holding Company II, Inc. and Byram Healthcare Centers, Inc.

2.2 Byram Healthcare will be the Surviving Corporation in the Merger. The name of the Surviving Corporation will be Byram Healthcare Centers, Inc.

3. Certificate of Incorporation, Bylaws, Officers and Directors of Surviving Corporation.

3.1 As of the Effective Date (as hereinafter defined), the certificate of incorporation of Byram Healthcare shall be the certificate of incorporation of the Surviving Corporation.

3.2 As of the Effective Date, the bylaws of Byram Healthcare shall be the bylaws of the Surviving Corporation.

3.3 The Board of Directors and the officers of Byram Healthcare, as they shall be in such capacity immediately prior to the Effective Date, shall from and after the Effective Date be, and continue to be, the Board of Directors and the officers of the Surviving Corporation, until their successors are duly elected and qualified in accordance with the bylaws of the Surviving Corporation.

4. Conversion of Stock.

4.1 Effective upon the Effective Date of the Merger, each issued and outstanding share of capital stock of BHC held by Byram Healthcare will be cancelled and no consideration will be issued in exchange therefor.

4.2 Effective upon the Effective Date of the Merger, each issued and outstanding share of capital stock of Byram Healthcare will be exchanged for one (1) share of the capital stock of BHC. All stock certificates currently held by Byram Healthcare shareholders (the "Shareholders") will be relinquished and cancelled and new stock certificates will be issued by BHC to each Shareholder for the same number of shares as held in Byram Healthcare, with identical designations, preferences, limitations and rights.

4.3 Effective upon the Effective Date of the Merger, each issued and outstanding share of capital stock of Byram II held by BHC will be exchanged for one (1) share of the capital stock of Byram Healthcare, such that Byram Healthcare shall become a wholly-owned direct subsidiary of BHC.

5. Provisions for Approving and Carrying Out the Plan.

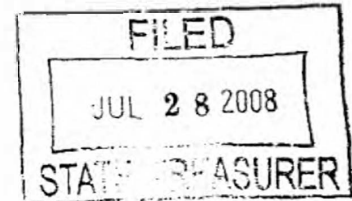
5.1 The Board of Directors of Byram II shall, by resolution adopted by such Board, approve this Plan. The Board of Directors of Byram Healthcare shall, by resolution adopted by such Board, approve this Plan. Pursuant to subsection 14A:10-3(4) of the Act, there is no vote of the shareholders of Byram Healthcare required to authorize the Merger inasmuch as Byram Healthcare's certificate of incorporation as of the Effective Date will not differ from its certificate of incorporation before the Merger, and immediately after the Merger each Shareholder of Byram Healthcare will hold the same number of shares of the Holding Company with identical designations, preferences, limitations and rights.

5.2 The proper officers of Byram II and Byram Healthcare shall execute and file with the New Jersey Secretary of State, a Certificate of Merger in accordance with subsection 14A:10-4.1 of the Act.

5.3 The Merger is to become effective upon acceptance by the New Jersey Secretary of State, of the filing of the Certificate of Merger (the "Effective Date").

5.4 If at any time Byram Healthcare, as the Surviving Corporation, shall deem or be advised that any further assignments, assurances in law or other acts or instruments are necessary or desirable to vest or confirm in Byram Healthcare the title to any property of Byram II, its proper officers and directors shall and will do all such acts and things as may be necessary or proper to vest or confirm title to such property in Byram Healthcare and otherwise to carry out the purposes of this Plan.

ARTICLES OF MERGER
OF
CHOICE MEDICAL SUPPLIES, INC.,
SYLMAX CORPORATION,
MEDICAL HOME SUPPLY CORPORATION,
PEISER'S INC.,
BYRAM-CENTRAL HEALTHCARE CENTERS, INC.
AND
INNET, INC.
INTO
BYRAM HEALTHCARE CENTERS, INC.



0100352316

To the Department of the Treasury
State of New Jersey

Pursuant to the provisions of Section 14A:10-5.1 of the New Jersey Business Corporation Act, the New Jersey parent business corporation hereinafter named does hereby certify that:

1. The names of the subsidiary corporations are Choice Medical Supplies, Inc., a Washington corporation, Sylmax Corporation, a California corporation, Medical Home Supply Corporation, a Colorado corporation, Peiser's Inc., a Delaware corporation, Byram-Central Healthcare Centers, Inc., a Michigan corporation and Innet, Inc., a New Jersey corporation.
2. The name of the parent corporation, which is a business corporation of the State of New Jersey, and which is to be the surviving corporation, is Byram Healthcare Centers, Inc.
3. The number of issued and outstanding shares of each of the subsidiary corporations, all of which are of one class, and all of which are owned by the parent corporation:

	<u>Names</u>	<u>No. of Shares</u>
N/R	Choice Medical Supplies, Inc.	997
N/R	Sylmax Corporation	29,000
N/R	Medical Home Supply Corporation	5,556
N/R	Peiser's Inc.	3,000
N/R	Byram-Central Healthcare Centers, Inc.	100
	Innet, Inc.	100

4. The following is the Plan of Merger for merging the subsidiary corporations into the parent corporation as approved by the Board of Directors of the parent corporation on May 30, 2008.

"1. Byram Healthcare Centers, Inc., which is a business corporation of the State of New Jersey and is the owner of all of the outstanding shares of Choice Medical Supplies,

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Inc., Sylmax Corporation, Medical Home Supply Corporation, Peiser's Inc., Byram-Central Healthcare Centers, Inc. and Innet, Inc. (the "Subsidiary Corporations"), hereby merges the Subsidiary Corporations into Byram Healthcare Centers, Inc. pursuant to the provisions of the New Jersey Business Corporation Act.

2. The separate existence of the Subsidiary Corporations shall cease upon the effective date of the merger pursuant to the provisions of the New Jersey Business Corporation Act, and Byram Healthcare Centers, Inc. shall continue its existence as the surviving corporation pursuant to the provisions of said New Jersey Business Corporation Act.

3. The issued and outstanding shares of the Subsidiary Corporations shall not be converted in any manner, but each said share which is issued and outstanding as of the effective date of the merger shall be surrendered and extinguished.

4. The issued shares of Byram Healthcare Centers, Inc. shall not be converted in any manner, but each said share which is issued as of the effective date of the merger shall continue to represent one issued share of Byram Healthcare Centers, Inc.

5. The Board of Directors and the proper officers of Byram Healthcare Centers, Inc. are hereby authorized, empowered, and directed to do any and all acts and things, and to make, execute, deliver, file, and/or record any and all instruments, papers, and documents which shall be or become necessary, proper, or convenient to carry out or put into effect any of the provisions of this Plan of Merger or of the merger herein provided for."

5. Neither the Certificate of Incorporation of the parent corporation nor the Certificates of Incorporation of the Subsidiary Corporations requires the approval of its shareholders to authorize the merger herein certified.

6. The parent corporation will continue its existence as the surviving corporation pursuant to the provisions of the New Jersey Business Corporation Act.

7. The merger herein certified shall become effective at 12:01 a.m. EDT on September 1, 2008.

Executed on July 8, 2008

BYRAM HEALTHCARE CENTERS, INC.

By 

Richard M. Smith
President and Chief Executive Officer

**ARTICLES OF MERGER
OF
CHOICE MEDICAL SUPPLIES, INC.,
SYLMAX CORPORATION,
MEDICAL HOME SUPPLY CORPORATION,
PEISER'S INC.,
BYRAM-CENTRAL HEALTHCARE CENTERS, INC.
AND
INNER, INC.
INTO
BYRAM HEALTHCARE CENTERS, INC.**

To the Department of the Treasury
State of New Jersey

Pursuant to the provisions of Section 14A:10-5.1 of the New Jersey Business Corporation Act, the New Jersey parent business corporation hereinafter named does hereby certify that:

1. The names of the subsidiary corporations are Choice Medical Supplies, Inc., a Washington corporation, Sylmax Corporation, a California corporation, Medical Home Supply Corporation, a Colorado corporation, Peiser's Inc., a Delaware corporation, Byram-Central Healthcare Centers, Inc., a Michigan corporation and Inner, Inc., a New Jersey corporation.

2. The name of the parent corporation, which is a business corporation of the State of New Jersey, and which is to be the surviving corporation, is Byram Healthcare Centers, Inc.

3. The number of issued and outstanding shares of each of the subsidiary corporations, all of which are of one class, and all of which are owned by the parent corporation:

<u>Names</u>	<u>No. of Shares</u>
Choice Medical Supplies, Inc.	997
Sylmax Corporation	29,000
Medical Home Supply Corporation	5,556
Peiser's Inc.	3,000
Byram-Central Healthcare Centers, Inc.	100
Inner, Inc.	100

4. The following is the Plan of Merger for merging the subsidiary corporations into the parent corporation as approved by the Board of Directors of the parent corporation on May 30, 2008.

"1. Byram Healthcare Centers, Inc., which is a business corporation of the State of New Jersey and is the owner of all of the outstanding shares of Choice Medical Supplies,

Inc., Sylmax Corporation, Medical Home Supply Corporation, Peiser's Inc., Byram-Central Healthcare Centers, Inc. and Innet, Inc. (the "Subsidiary Corporations"), hereby merges the Subsidiary Corporations into Byram Healthcare Centers, Inc. pursuant to the provisions of the New Jersey Business Corporation Act.

2. The separate existence of the Subsidiary Corporations shall cease upon the effective date of the merger pursuant to the provisions of the New Jersey Business Corporation Act; and Byram Healthcare Centers, Inc. shall continue its existence as the surviving corporation pursuant to the provisions of said New Jersey Business Corporation Act.

3. The issued and outstanding shares of the Subsidiary Corporations shall not be converted in any manner, but each said share which is issued and outstanding as of the effective date of the merger shall be surrendered and extinguished.

4. The issued shares of Byram Healthcare Centers, Inc. shall not be converted in any manner, but each said share which is issued as of the effective date of the merger shall continue to represent one issued share of Byram Healthcare Centers, Inc.

5. The Board of Directors and the proper officers of Byram Healthcare Centers, Inc. are hereby authorized, empowered, and directed to do any and all acts and things, and to make, execute, deliver, file, and/or record any and all instruments, papers, and documents which shall be or become necessary, proper, or convenient to carry out or put into effect any of the provisions of this Plan of Merger or of the merger herein provided for."

5. Neither the Certificate of Incorporation of the parent corporation nor the Certificates of Incorporation of the Subsidiary Corporations requires the approval of its shareholders to authorize the merger herein certified.

6. The parent corporation will continue its existence as the surviving corporation pursuant to the provisions of the New Jersey Business Corporation Act.

7. The merger herein certified shall become effective at 12:01 a.m. EDT on September 1, 2008.

Executed on July 8, 2008

BYRAM HEALTHCARE CENTERS, INC.

By


Richard M. Smith

President and Chief Executive Officer

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CERTIFICATE OF MERGER

OF

James A. DiEleuterio, Jr.
State Treasurer

BYRAM HEALTHCARE CENTERS, INC.,
A New Jersey corporation

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and

BYRAM-SOUTHEAST HEALTHCARE CENTERS, INC.,
a Georgia corporation

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TO: Secretary of State
State of New Jersey


Pursuant to the provisions of Chapter 10 of the New Jersey Business Corporation Act, the undersigned corporations, Byram Healthcare Centers, Inc., a New Jersey corporation ("Byram") and Byram-Southeast Healthcare Centers, Inc., a Georgia corporation ("Byram-SE") hereby adopt this Certificate of Merger for the purpose of merging Byram-SE into Byram:

1. The Agreement and Plan of Merger setting forth the terms and conditions of the merger of Byram-SE with and into Byram was executed by Byram-SE and Byram as of July 1, 1998 ("Merger Plan") after approval of the Board of Directors of Byram and Byram-SE. A Summary of the Merger Plan is attached to this Certificate as Exhibit A.
2. The Merger shall be effective on December 31, 1998.
3. The name of the surviving corporation after the effective date of the merger shall be "Byram Healthcare Centers, Inc." ("Surviving Corporation") which will continue its existence as the Surviving Corporation under its present name upon the effective date of the merger pursuant to the laws of the State of New Jersey.

4. The laws of the State of Georgia, the jurisdiction under which Byram-SE was organized, permit the merger contemplated by the Merger Plan, and the laws of the State of Georgia, on fulfillment of the applicable Georgia filing and recording requirements have been complied with.

IN WITNESS WHEREOF, each of the undersigned corporations have caused this Certificate to be signed and sealed this 21 day of December, 1998.

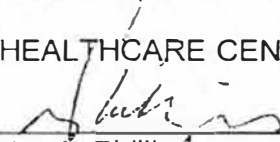
ATTEST:



Lawrence E. Janes
Secretary


BYRAM HEALTHCARE CENTERS, INC.

BY:



Peter A. Phillips
President

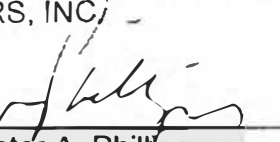
ATTEST:



Lawrence E. Janes
Secretary

BYRAM-SOUTHEAST HEALTHCARE
CENTERS, INC.

BY:



Peter A. Phillips
President

EXHIBIT A TO CERTIFICATE OF MERGER

Summary of Merger Plan

Byram Healthcare Centers, Inc., a New Jersey corporation ("Byram") proposes to enter into an Agreement and Plan of Merger ("Merger Agreement") dated July 1, 1998 with its wholly owned subsidiary, Byram-Southeast Healthcare Centers, Inc., a Georgia corporation ("Byram-SE"). The Merger Agreement provides for the merger of Byram-SE into Byram with Byram being the surviving entity. The purpose of the merger is to reduce overhead and operating expenses. The Board of Directors of Byram has determined that the merger with Byram-SE is in the best interest of Byram. The merger is scheduled to occur on or about December 31, 1998 ("Merger Date").

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CERTIFICATE OF AMENDMENT OF CERTIFICATE OF INCORPORATION OF

JAN 31 1995

BYRAM HEALTHCARE CENTERS, INC.

LORNA R. HOOKS
Secretary of State

TO: The Secretary of State
State of New Jersey

Pursuant to the provisions of Section 14A:9-2(4) and Section 14A:9-4(3), Corporations, General, of the New Jersey Statutes, the undersigned corporation executes the following Certificate of Amendment to its Certificate of Incorporation:

1. The name of the corporation is Byram Healthcare Centers, Inc.

2. The following amendment to the Certificate of Incorporation was approved by the directors and thereafter duly adopted by the shareholders of the corporation on the 3 day of JANUARY, 1995.

Resolved, the Article Third of the Certificate of Incorporation be amended to read as follows:

"The aggregate number of shares which the Corporation shall have the authority to issue is 5,000,000 shares without nominal or par value"

3. The number of shares outstanding at the time of the adoption of the amendment was 2500. The total number of shares entitled to vote thereon was 2500.

4. The number of shares voting for and against such amendment is as follows:

Number of Shares Voting
For Amendment

Number of Shares Voting
Against Amendment

2500

0

5. The effective date of this Amendment to the Certificate of Incorporation shall be February 1, 1995.

Dated this 25 day of JANUARY, 1995.

BYRAM HEALTHCARE CENTERS, INC.

BY:

PETER PHILLIPS, President

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State Treasurer

New Jersey Department of State
Division of Commercial Recording
Certificate of Amendment
to the Certificate of Incorporation
(For Use by Domestic Profit Corporations)

Pursuant to the provisions of Section 14A:9-2 (4) and Section 14A:9-4 (3), Corporations, General, of the New Jersey Statutes, the undersigned corporation executes the following Certificate of Amendment to its Certificate of Incorporation:

1. The name of the Corporation is: **Byram Healthcare Centers, Inc.**
2. The following amendment to the Certificate of Incorporation was approved by the directors and thereafter duly adopted by the shareholders without a meeting pursuant to the written consents of the shareholders of the corporation on the 29th day of June 2003:

Resolved, that Article Third of the Certificate of Incorporation be amended to read as follows:

The aggregate number of shares which the Corporation shall have the authority to issue is 11,722,882 shares without nominal or par value.

3. The number of shares outstanding at the time of adoption of the amendment was: **8,811,752**

The total number of shares entitled to vote thereon was: **8,811,752**

If the shares of any class or series of shares are entitled to vote thereon as a class, set forth below the designation and number of outstanding shares entitled to vote thereon of each such class or series. (Omit if not applicable).

4. The number of shares voting for and against such amendment is as follows: (If the shares of any class or series are entitled to vote as a class, set forth the number of shares of each such class and series voting for and against the amendment, respectively).


Number of Shares Voting for Amendment
6,774,017

Number of Shares Voting Against Amendment
0

5. If the amendment provides for an exchange, reclassification or cancellation of issued shares, set forth a statement of the manner in which the same shall be effected. (Omit if not applicable.)

6. Other provisions: (Omit if not applicable).

BYRAM HEALTHCARE CENTERS, INC.


Raymond H. Becker
Its: Chief Executive Officer

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Dated this 29th day of June 2003.

May be executed by the Chairman of the Board, or the President, or a Vice President of the Corporation.

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SHIPMAN & GOODWIN LLP

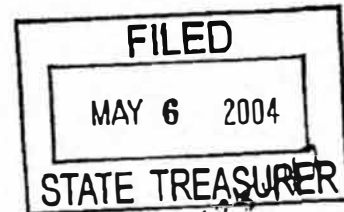
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**CERTIFICATE OF MERGER
OF**

BYRAM HOLDING COMPANY II, INC.

INTO

BYRAM HEALTHCARE CENTERS, INC.



MRG

To the Department of the Treasury
State of New Jersey

Pursuant to the provisions of Section 14A:10-4.1 of the New Jersey Business Corporation Act, the New Jersey business corporations hereinafter named do hereby certify that:

1. The name of the merging corporation, which is a business corporation of the State of New Jersey is **Byram Holding Company II, Inc.**
2. The name of the surviving corporation which is a business corporation of the State of New Jersey is **Byram Healthcare Centers, Inc.**
3. The Plan of Merger is attached to this certificate as Exhibit A.
4. The Plan of Merger was approved by the Board of Directors of the surviving corporation and no vote of the shareholders of the surviving corporation was required because of the applicability of subsection 14A:10-3(4) of the New Jersey Business Corporation Act as well as the applicability of subsection 14A:10-3(6) and the conditions of paragraphs (a) through (h) of that subsection have been satisfied.

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This Certificate of Merger is executed as of this 3rd day of May, 2004.

BYRAM HOLDING COMPANY II, INC.

By: 

Name: Raymond H. Noecker

Title: CEO

BYRAM HEALTHCARE CENTERS, INC.

By: 

Name: Raymond H. Noecker

Title: CEO

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**PLAN OF MERGER
OF
BYRAM HOLDING COMPANY II, INC.
WITH AND INTO
BYRAM HEALTHCARE CENTERS, INC.**

This Plan of Merger (the "Plan") is intended to accomplish the merger (the "Merger") of Byram Holding Company II, Inc. with and into Byram Healthcare Centers, Inc. in accordance with the provisions of subsection 14A:10-4.1 of the New Jersey Business Corporation Act (the "Act").

1. Parties to the Merger.

1.1 **Byram Holding Company II, Inc.** (hereinafter sometimes referred to as the "Merging Corporation" or "Byram II") is a stock corporation organized and existing under the laws of the State of New Jersey, all of the shares of which are owned directly by the Holding Company (as defined below in section 1.3).

1.2 **Byram Healthcare Centers, Inc.** (hereinafter sometimes referred to as the "Surviving Corporation" or "Byram Healthcare") is a stock corporation organized and existing under the laws of the State of New Jersey and as a result of the merger will become a direct wholly-owned subsidiary of the Holding Company (as hereinafter defined).

1.3 **Byram Holdings I, Inc.** (hereinafter sometimes referred to as the "Holding Company" or "BHC") is a corporation which, from its incorporation until consummation of the Merger, governed by subsections (6) and (7) of 14A:10-3 of the Act, was at all times a direct wholly-owned subsidiary of the Surviving Corporation and shares of which are to be issued in the Merger.

2. Names of Merging Corporations and Designation of Surviving Corporation.

2.1 The names of the merging corporations are **Byram Holding Company II, Inc.** and **Byram Healthcare Centers, Inc.**

2.2 **Byram Healthcare** will be the Surviving Corporation in the Merger. The name of the Surviving Corporation will be **Byram Healthcare Centers, Inc.**

3. Certificate of Incorporation, Bylaws, Officers and Directors of Surviving Corporation.

3.1 As of the Effective Date (as hereinafter defined), the certificate of incorporation of **Byram Healthcare** shall be the certificate of incorporation of the Surviving Corporation.

3.2 As of the Effective Date, the bylaws of **Byram Healthcare** shall be the bylaws of the Surviving Corporation.

3.3 The Board of Directors and the officers of Byram Healthcare, as they shall be in such capacity immediately prior to the Effective Date, shall from and after the Effective Date be, and continue to be, the Board of Directors and the officers of the Surviving Corporation, until their successors are duly elected and qualified in accordance with the bylaws of the Surviving Corporation.

4. Conversion of Stock.

4.1 Effective upon the Effective Date of the Merger, each issued and outstanding share of capital stock of BHC held by Byram Healthcare will be cancelled and no consideration will be issued in exchange therefor.

4.2 Effective upon the Effective Date of the Merger, each issued and outstanding share of capital stock of Byram Healthcare will be exchanged for one (1) share of the capital stock of BHC. All stock certificates currently held by Byram Healthcare shareholders (the "Shareholders") will be relinquished and cancelled and new stock certificates will be issued by BHC to each Shareholder for the same number of shares as held in Byram Healthcare, with identical designations, preferences, limitations and rights.

4.3 Effective upon the Effective Date of the Merger, each issued and outstanding share of capital stock of Byram II held by BHC will be exchanged for one (1) share of the capital stock of Byram Healthcare, such that Byram Healthcare shall become a wholly-owned direct subsidiary of BHC.

5. Provisions for Approving and Carrying Out the Plan.

5.1 The Board of Directors of Byram II shall, by resolution adopted by such Board, approve this Plan. The Board of Directors of Byram Healthcare shall, by resolution adopted by such Board, approve this Plan. Pursuant to subsection 14A:10-3(4) of the Act, there is no vote of the shareholders of Byram Healthcare required to authorize the Merger inasmuch as Byram Healthcare's certificate of incorporation as of the Effective Date will not differ from its certificate of incorporation before the Merger, and immediately after the Merger each Shareholder of Byram Healthcare will hold the same number of shares of the Holding Company with identical designations, preferences, limitations and rights.

5.2 The proper officers of Byram II and Byram Healthcare shall execute and file with the New Jersey Secretary of State, a Certificate of Merger in accordance with subsection 14A:10-4.1 of the Act.

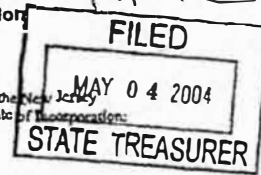
5.3 The Merger is to become effective upon acceptance by the New Jersey Secretary of State, of the filing of the Certificate of Merger (the "Effective Date").

5.4 If at any time Byram Healthcare, as the Surviving Corporation, shall deem or be advised that any further assignments, assurances in law or other acts or instruments are necessary or desirable to vest or confirm in Byram Healthcare the title to any property of Byram II, its proper officers and directors shall and will do all such acts and things as may be necessary or proper to vest or confirm title to such property in Byram Healthcare and otherwise to carry out the purposes of this Plan.

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C-102A Rev 12/93

New Jersey Division of Revenue

Certificate of Amendment to the Certificate of Incorporation
(For Use by Domestic Profit Corporations)

Pursuant to the provisions of Section 14A:9-2 (4) and Section 14A:9-4 (3), Corporations, General, of the New Jersey Statutes, the undersigned corporation executes the following Certificate of Amendment to its Certificate of Incorporation:

1. The name of the corporation is:
BYRAM HEALTHCARE CENTERS, INC.
2. The following amendment to the Certificate of Incorporation was approved by the directors and thereafter duly adopted by the shareholders of the corporation on the 15TH day of APRIL, 2004

Resolved, that Article THIRD of the Certificate of Incorporation be amended to read as follows:

THE AGGREGATE NUMBER OF SHARES WHICH THE CORPORATION SHALL HAVE THE AUTHORITY TO ISSUE IS 16,035,000 SHARES WITHOUT NOMINAL OR PAR VALUE.

3. The number of shares outstanding at the time of the adoption of the amendment was: 8,842,426
The total number of shares entitled to vote thereon was: 8,842,426

If the shares of any class or series of shares are entitled to vote thereon as a class, set forth below the designation and number of outstanding shares entitled to vote thereon of each such class or series. (Omit if not applicable).

4. The number of shares voting for and against such amendment is as follows: (If the shares of any class or series are entitled to vote as a class, set forth the number of shares of each such class and series voting for and against the amendment, respectively).

Number of Shares Voting for Amendment
6,984,440

Number of Shares Voting Against Amendment
0

5. If the amendment provides for an exchange, reclassification or cancellation of issued shares, set forth a statement of the manner in which the same shall be effected. (Omit if not applicable).

6. Other provisions: (Omit if not applicable).

BYRAM HEALTHCARE CENTERS, INC.

BY: 

(Signature)

Raymond H. Noecker
Its: Chief Executive Officer

Dated this 15th day of APRIL, 2004

May be executed by the Chairman of the Board, or the President, or a Vice President of the Corporation.

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New Jersey Department of State
Division of Commercial Recording
Certificate of Amendment
to the Certificate of Incorporation
(For Use by Domestic Profit Corporations)

FILED

MAR 21 2000

State Treasurer

Pursuant to the provisions of Section 14A:9-2 (4) and Section 14A:9-4 (3), Corporations, General, of the New Jersey Statutes, the undersigned corporation executes the following Certificate of Amendment to its Certificate of Incorporation:

1. The name of the Corporation is: **Byram Healthcare Centers, Inc.**
2. The following amendment to the Certificate of Incorporation was approved by the directors and thereafter duly adopted by the shareholders without a meeting pursuant to the written consents of the shareholders of the corporation on the 29th day of February, 2000:

Resolved, that Article Third of the Certificate of Incorporation be amended to read as follows:

The aggregate number of shares which the Corporation shall have the authority to issue is **10,953,793 shares without nominal or par value.**

3. The number of shares outstanding at the time of adoption of the amendment was: **7,184,627**

The total number of shares entitled to vote thereon was: **7,184,627**

If the shares of any class or series of shares are entitled to vote thereon as a class, set forth below the designation and number of outstanding shares entitled to vote thereon of each such class or series. (Omit if not applicable).

4. The number of shares voting for and against such amendment is as follows: (If the shares of any class or series are entitled to vote as a class, set forth the number of shares of each such class and series voting for and against the amendment, respectively).


Number of Shares Voting for Amendment
7,184,627

Number of Shares Voting Against Amendment
0

5. If the amendment provides for an exchange, reclassification or cancellation of issued shares, set forth a statement of the manner in which the same shall be effected. (Omit if not applicable.)

6. Other provisions: (Omit if not applicable).

BYRAM HEALTHCARE CENTERS, INC.


Raymond H. Noeker
Its: Chief Executive Officer
President

Dated this 20th day of March, 2000.

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FILED

JUN 28 2000

State Treasurer
Roland Machold

C-102A Rev 12/93

New Jersey Department of the Treasury
Division of Revenue
Certificate of Amendment to
Certificate of Incorporation
(For Use by Domestic Profit Corporations)

Pursuant to the provisions of Section 14A:9-2 (4) and Section 14A:9-4 (3), Corporations, General, of the New Jersey Statutes, the undersigned corporation executes the following Certificate of Amendment to its Certificate of Incorporation:

1. The name of the corporation is:
BYRAM HEALTHCARE CENTERS, INC.
2. The following amendment to the Certificate of Incorporation was approved by the directors and thereafter duly adopted by the shareholders of the corporation on the 28TH day of JUNE 2000

Resolved, that Article THIRD of the Certificate of Incorporation be amended to read as follows:
THE AGGREGATE NUMBER OF SHARES WHICH THE CORPORATION SHALL HAVE
THE AUTHORITY TO ISSUE IS 11,022,882 SHARES WITHOUT NOMINAL OR PAR VALUE.

3. The number of shares outstanding at the time of the adoption of the amendment was: 8,763,037
The total number of shares entitled to vote thereon was: 8,763,037

If the shares of any class or series of shares are entitled to vote thereon as a class, set forth below the designation and number of outstanding shares entitled to vote thereon of each such class or series. (Omit if not applicable).

4. The number of shares voting for and against such amendment is as follows: (If the shares of any class or series are entitled to vote as a class, set forth the number of shares of each such class and series voting for and against the amendment, respectively).

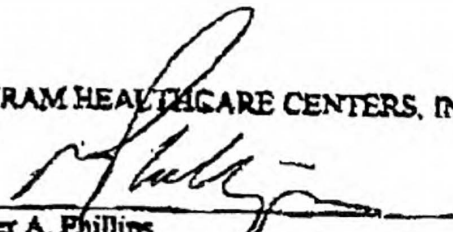
Number of Shares Voting for Amendment
8,763,037

Number of Shares Voting Against Amendment
0

5. If the amendment provides for an exchange, reclassification or cancellation of issued shares, set forth a statement of the manner in which the same shall be effected. (Omit if not applicable).

6. Other provisions: (Omit if not applicable).

BYRAM HEALTHCARE CENTERS, INC.


Peter A. Phillips
Its: Executive Vice President

Dated this 28th day of June 2000.

May be executed by the Chairman of the Board, or the President, or a Vice President of the Corporation.

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James A. DiEugenio, Jr.
State Treasurer

CERTIFICATE OF MERGER

OF

FOX PAINE-BHC MERGER SUB, INC.,
A Delaware corporation

AND

BYRAM HEALTHCARE CENTERS, INC.,
A New Jersey corporation

0100352316

TO: Secretary of State

State of New Jersey

Pursuant to the provisions of Chapter 10 of the New Jersey Business Corporation Act, the undersigned corporations, Byram Healthcare Centers, Inc., a New Jersey corporation ("Byram") and Fox Paine-BHC Merger Sub, Inc., a Delaware corporation ("Fox Paine") hereby adopt this Certificate of Merger for the purpose of merging Fox Paine into Byram and amending the Certificate of Incorporation of Byram:

1. The Agreement and Plan of Merger setting forth the terms and conditions of the merger of Fox Paine with and into Byram was executed by Fox Paine and Byram as of February 1, 1999 ("Merger Plan"). A Summary of the Merger Plan is attached to this Certificate as Exhibit A.

2. There are 5,000,000 shares of common stock, no par value of Byram issued and outstanding which were entitled to vote on the Merger Plan and 5,000,000 shares were voted in favor of the Merger Plan by written consent of the shareholders in lieu of a meeting. On or about February 8, 1999, all the shareholders approved the Merger Plan.

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3. There were 1,000 shares of common stock, \$.01 par value of Fox Paine issued and outstanding which were entitled to vote on the Merger Plan and 1,000 shares were voted in favor of the Merger Plan by written consent of the sole shareholder on February 8, 1999.

4. The effective date of the Merger shall be February 16, 1999.

5. The name of the surviving corporation after the effective date of the merger shall be "Byram Healthcare Centers, Inc." ("Surviving Corporation") which will continue its existence as the Surviving Corporation under its present name upon the effective date of the merger pursuant to the laws of the State of New Jersey.

6. The laws of the State of Delaware, the jurisdiction under which Fox Paine was organized, permit the merger contemplated by the Merger Plan, and the laws of the State of Delaware, on fulfillment of the applicable Delaware filing and recording requirements have been complied with.

7. Pursuant to the provisions of Section 14A:9-2(4) and 14A:9-4(3) of the the following amendment to the Certificate of Incorporation was approved by the directors and thereafter duly adopted by the shareholders of the corporation on or about February 8, 1999:

Resolved, Article Third of the Certificate of Incorporation be amended to read as follows:

"The aggregate number of shares which the Corporation shall have the authority to issue is 7,875,456 shares without nominal or par value".

8. The number of shares of Byram. outstanding at the time of adoption of the amendment was 5,000,000 shares. The total number of shares of Byram entitled to vote thereon was 5,000,000.

9. The number of shares of Byram voting for and against such amendment is as follows:

**Number of Shares Voting
for Amendment**

5,000,000

**Number of Shares Voting
Against Amendment**

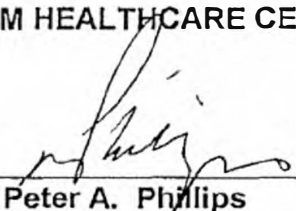
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10. The effective date of the Amendment to the Certificate of Incorporation shall be February 16, 1999.

IN WITNESS WHEREOF, each of the undersigned corporations have caused this Certificate to be signed and sealed this 16 day of February, 1999.

BYRAM HEALTHCARE CENTERS, INC.

BY: _____


Peter A. Phillips
President

FOX PAINE - BHC MERGER SUB, INC.

BY: _____

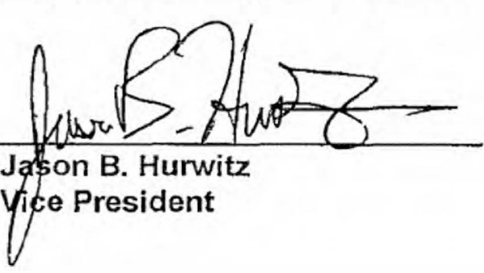

Jason B. Hurwitz
Vice President

EXHIBIT A TO CERTIFICATE OF MERGER
Summary of Merger Plan

Byram Healthcare Centers, Inc., a New Jersey corporation ("Byram") has entered into an Agreement and Plan of Merger ("Merger Agreement") dated as of February 1, 1999 with Fox Paine Byram Holdings, LLC, a Delaware limited liability company ("Fox Paine-Parent"), Fox Paine-BHC Merger Sub, Inc., a Delaware corporation and wholly-owned subsidiary of Fox Paine-Parent ("Fox Paine-Subsidiary"), Peter A. Phillips and Lawrence E. Janes. The Merger Agreement provides for the merger of Fox Paine-Subsidiary into Byram with Byram being the surviving entity ("New Byram"). In the merger, 92.8% of the outstanding Byram common stock held by its shareholders at the Merger Date will be redeemed in exchange for a cash payment. In addition to the cash payment, Fox Paine-Parent and other individuals will invest new capital into the New Byram at the closing of the Merger in the approximate amount of at least \$1,900,000, which will result in a proforma stockholders equity of New Byram after giving effect to the Merger of at least \$1,900,000 more than the actual stockholder's equity of Byram immediately before the Merger. In addition, the principal shareholders of Byram, Lawrence E. Janes and Peter A. Phillips, will surrender their share certificates representing their retained 7.2% percentage ownership in Byram for the issuance of share certificates equal to 8.9% of New Byram without additional consideration and in recognition of their controlling majority stock interest in Byram. Pursuant to the other agreements to be entered into at the closing of the merger, Messrs. Phillips and Janes will also continue to work as employees of New Byram and retain one seat on the Board of Directors.

The Board of Directors of Byram has determined that the merger with Fox Paine-Subsidiary is in the best interest of Byram and its shareholders, has approved the Merger Agreement and is seeking approval of the Merger Agreement by all the shareholders of Byram. The merger is scheduled to occur on or about February 16, 1999 ("Merger Date").

The exact purchase price to be paid can not be determined at this time because the purchase price will be subject to post closing adjustments as detailed below. The parties have agreed that the amount to be paid on the Merger Date which is based upon the adjusted net asset value of the corporation as of June 30, 1998 will be \$10,284,893. This amount does not include the value of the stock in the New Byram that will be issued to Messrs. Janes and Phillips. Of this total amount, the following will be placed in escrow:

- (i) the sum of \$175,000.00 which represents an escrow for potential adjustments to be made to the adjusted net asset value of the corporation as of the Merger Date ("Escrow #1"); and
- (ii) the sum of \$1,500,000.00 which represents an escrow for potential liabilities of Byram arising out of Byram's representations and warranties required in the Merger Agreement ("Escrow #2").

The purchase price net of the escrowed amounts will be disbursed to the shareholders on the Merger Date ("Net Cash Closing Proceeds"). It is currently anticipated

that each shareholder will receive approximately \$1.89 per share from the Net Cash Closing Proceeds. Escrow #1 and #2 represent together a further \$.37 per share.

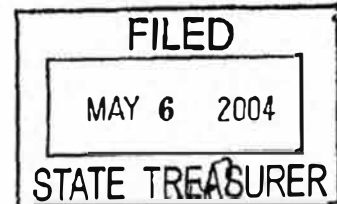
In addition, the parties have agreed that within ninety days of the Merger Date, the new Byram will perform an audit of Byram's financial records and will establish the adjusted net asset value of the corporation as of the Merger Date. The audit may result in an increase or decrease in the net asset value of Byram and any decrease will be paid from Escrow #1 with a possible additional payment from the shareholders of the Byram if the decrease exceeds the \$175,000 in Escrow #1. Any increase will be paid to the shareholders. Byram expects that the balance of Escrow #1 will be released within one hundred and twenty (120) days of the Merger Date.

Claims may arise if any of Byram's representations and warranties made in the Merger Agreement prove to be inaccurate on the date of the Merger Agreement or the Merger Date; the amount of such claims in excess of \$80,000 may be deducted from Escrow #2. This Escrow, less adjustments, will be released in two installments, the first will be released approximately one year from the Merger Date and the balance will be released approximately two years from the Merger Date. The shareholders of Byram (other than Messrs. Phillips and Janes) will not have any exposure beyond the \$1,500,000 in Escrow #2 if claims made against Escrow #2 exceed that amount.

Escrow #1 and Escrow #2 will be held by a national banking association which will be determined prior to the Merger Date.

Messrs. Janes and Phillips are required to act as the representatives of all shareholders under the Merger Agreement for the purpose of facilitating the release of Escrow #1 and Escrow #2 to shareholders. In the event a dispute arises as to the release of an escrow, Messrs. Janes and Phillips will represent the interests of the shareholders.

A copy of the Agreement and Plan of Merger is available for review at the corporate headquarters of Byram at 75 Holly Hill Lane, Greenwich, Connecticut 06830.



CERTIFICATE OF MERGER
OF
BYRAM HOLDING COMPANY II, INC. — 0100925
INTO
BYRAM HEALTHCARE CENTERS, INC. — 0100352316

To the Department of the Treasury
State of New Jersey

Pursuant to the provisions of Section 14A:10-4.1 of the New Jersey Business Corporation Act, the New Jersey business corporations hereinafter named do hereby certify that:

1. The name of the merging corporation, which is a business corporation of the State of New Jersey is Byram Holding Company II, Inc.
2. The name of the surviving corporation which is a business corporation of the State of New Jersey is Byram Healthcare Centers, Inc.
3. The Plan of Merger is attached to this certificate as Exhibit A.
4. The Plan of Merger was approved by the Board of Directors of the surviving corporation and no vote of the shareholders of the surviving corporation was required because of the applicability of subsection 14A:10-3(4) of the New Jersey Business Corporation Act as well as the applicability of subsection 14A:10-3(6) and the conditions of paragraphs (a) through (h) of that subsection have been satisfied.

[NEXT PAGE IS SIGNATURE PAGE]

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This Certificate of Merger is executed as of this 3rd day of May, 2004.

BYRAM HOLDING COMPANY II, INC.

By: 

Name: Raymond W. Norder

Title: CEO

BYRAM HEALTHCARE CENTERS, INC.

By: 

Name: Raymond W. Norder

Title: CEO

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**PLAN OF MERGER
OF
BYRAM HOLDING COMPANY II, INC.
WITH AND INTO
BYRAM HEALTHCARE CENTERS, INC.**

This Plan of Merger (the "Plan") is intended to accomplish the merger (the "Merger") of Byram Holding Company II, Inc. with and into Byram Healthcare Centers, Inc. in accordance with the provisions of subsection 14A:10-4.1 of the New Jersey Business Corporation Act (the "Act").

1. Parties to the Merger.

1.1 Byram Holding Company II, Inc. (hereinafter sometimes referred to as the "Merging Corporation" or "Byram II") is a stock corporation organized and existing under the laws of the State of New Jersey, all of the shares of which are owned directly by the Holding Company (as defined below in section 1.3).

1.2 Byram Healthcare Centers, Inc. (hereinafter sometimes referred to as the "Surviving Corporation" or "Byram Healthcare") is a stock corporation organized and existing under the laws of the State of New Jersey and as a result of the merger will become a direct wholly-owned subsidiary of the Holding Company (as hereinafter defined).

1.3 Byram Holdings I, Inc. (hereinafter sometimes referred to as the "Holding Company" or "BHC") is a corporation which, from its incorporation until consummation of the Merger, governed by subsections (6) and (7) of 14A:10-3 of the Act, was at all times a direct wholly-owned subsidiary of the Surviving Corporation and shares of which are to be issued in the Merger.

2. Names of Merging Corporations and Designation of Surviving Corporation.

2.1 The names of the merging corporations are Byram Holding Company II, Inc. and Byram Healthcare Centers, Inc.

2.2 Byram Healthcare will be the Surviving Corporation in the Merger. The name of the Surviving Corporation will be Byram Healthcare Centers, Inc.

3. Certificate of Incorporation, Bylaws, Officers and Directors of Surviving Corporation.

3.1 As of the Effective Date (as hereinafter defined), the certificate of incorporation of Byram Healthcare shall be the certificate of incorporation of the Surviving Corporation.

3.2 As of the Effective Date, the bylaws of Byram Healthcare shall be the bylaws of the Surviving Corporation.

3.3 The Board of Directors and the officers of Byram Healthcare, as they shall be in such capacity immediately prior to the Effective Date, shall from and after the Effective Date be, and continue to be, the Board of Directors and the officers of the Surviving Corporation, until their successors are duly elected and qualified in accordance with the bylaws of the Surviving Corporation.

4. Conversion of Stock.

4.1 Effective upon the Effective Date of the Merger, each issued and outstanding share of capital stock of BHC held by Byram Healthcare will be cancelled and no consideration will be issued in exchange therefor.

4.2 Effective upon the Effective Date of the Merger, each issued and outstanding share of capital stock of Byram Healthcare will be exchanged for one (1) share of the capital stock of BHC. All stock certificates currently held by Byram Healthcare shareholders (the "Shareholders") will be relinquished and cancelled and new stock certificates will be issued by BHC to each Shareholder for the same number of shares as held in Byram Healthcare, with identical designations, preferences, limitations and rights.

4.3 Effective upon the Effective Date of the Merger, each issued and outstanding share of capital stock of Byram II held by BHC will be exchanged for one (1) share of the capital stock of Byram Healthcare, such that Byram Healthcare shall become a wholly-owned direct subsidiary of BHC.

5. Provisions for Approving and Carrying Out the Plan.

5.1 The Board of Directors of Byram II shall, by resolution adopted by such Board, approve this Plan. The Board of Directors of Byram Healthcare shall, by resolution adopted by such Board, approve this Plan. Pursuant to subsection 14A:10-3(4) of the Act, there is no vote of the shareholders of Byram Healthcare required to authorize the Merger inasmuch as Byram Healthcare's certificate of incorporation as of the Effective Date will not differ from its certificate of incorporation before the Merger, and immediately after the Merger each Shareholder of Byram Healthcare will hold the same number of shares of the Holding Company with identical designations, preferences, limitations and rights.

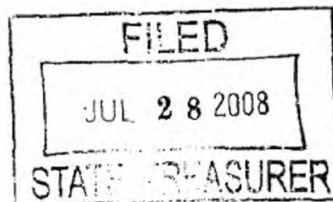
5.2 The proper officers of Byram II and Byram Healthcare shall execute and file with the New Jersey Secretary of State, a Certificate of Merger in accordance with subsection 14A:10-4.1 of the Act.

5.3 The Merger is to become effective upon acceptance by the New Jersey Secretary of State, of the filing of the Certificate of Merger (the "Effective Date").

5.4 If at any time Byram Healthcare, as the Surviving Corporation, shall deem or be advised that any further assignments, assurances in law or other acts or instruments are necessary or desirable to vest or confirm in Byram Healthcare the title to any property of Byram II, its proper officers and directors shall and will do all such acts and things as may be necessary or proper to vest or confirm title to such property in Byram Healthcare and otherwise to carry out the purposes of this Plan.

MRF

**ARTICLES OF MERGER
OF
CHOICE MEDICAL SUPPLIES, INC.,
SYLMAX CORPORATION,
MEDICAL HOME SUPPLY CORPORATION,
PEISER'S INC.,
BYRAM-CENTRAL HEALTHCARE CENTERS, INC.
AND
INNET, INC.
INTO
BYRAM HEALTHCARE CENTERS, INC.**



0100352316

To the Department of the Treasury
State of New Jersey

Pursuant to the provisions of Section 14A:10-5.1 of the New Jersey Business Corporation Act, the New Jersey parent business corporation hereinafter named does hereby certify that:

1. The names of the subsidiary corporations are Choice Medical Supplies, Inc., a Washington corporation, Sylmax Corporation, a California corporation, Medical Home Supply Corporation, a Colorado corporation, Peiser's Inc., a Delaware corporation, Byram-Central Healthcare Centers, Inc., a Michigan corporation and Innet, Inc., a New Jersey corporation.
2. The name of the parent corporation, which is a business corporation of the State of New Jersey, and which is to be the surviving corporation, is Byram Healthcare Centers, Inc.
3. The number of issued and outstanding shares of each of the subsidiary corporations, all of which are of one class, and all of which are owned by the parent corporation:

	<u>Names</u>	<u>No. of Shares</u>
N/R	Choice Medical Supplies, Inc.	997
N/R	Sylmax Corporation	29,000
N/R	Medical Home Supply Corporation	5,556
N/A	Peiser's Inc.	3,000
N/R	Byram-Central Healthcare Centers, Inc.	100
	Innet, Inc.	100

4. The following is the Plan of Merger for merging the subsidiary corporations into the parent corporation as approved by the Board of Directors of the parent corporation on May 30, 2008.

"1. Byram Healthcare Centers, Inc., which is a business corporation of the State of New Jersey and is the owner of all of the outstanding shares of Choice Medical Supplies,

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Inc., Sylmax Corporation, Medical Home Supply Corporation, Peiser's Inc., Byram-Central Healthcare Centers, Inc. and Innet, Inc. (the "Subsidiary Corporations"), hereby merges the Subsidiary Corporations into Byram Healthcare Centers, Inc. pursuant to the provisions of the New Jersey Business Corporation Act.

2. The separate existence of the Subsidiary Corporations shall cease upon the effective date of the merger pursuant to the provisions of the New Jersey Business Corporation Act; and Byram Healthcare Centers, Inc. shall continue its existence as the surviving corporation pursuant to the provisions of said New Jersey Business Corporation Act.

3. The issued and outstanding shares of the Subsidiary Corporations shall not be converted in any manner, but each said share which is issued and outstanding as of the effective date of the merger shall be surrendered and extinguished.

4. The issued shares of Byram Healthcare Centers, Inc. shall not be converted in any manner, but each said share which is issued as of the effective date of the merger shall continue to represent one issued share of Byram Healthcare Centers, Inc.

5. The Board of Directors and the proper officers of Byram Healthcare Centers, Inc. are hereby authorized, empowered, and directed to do any and all acts and things, and to make, execute, deliver, file, and/or record any and all instruments, papers, and documents which shall be or become necessary, proper, or convenient to carry out or put into effect any of the provisions of this Plan of Merger or of the merger herein provided for."

5. Neither the Certificate of Incorporation of the parent corporation nor the Certificates of Incorporation of the Subsidiary Corporations requires the approval of its shareholders to authorize the merger herein certified.

6. The parent corporation will continue its existence as the surviving corporation pursuant to the provisions of the New Jersey Business Corporation Act.

7. The merger herein certified shall become effective at 12:01 a.m. EDT on September 1, 2008.

Executed on July 8, 2008

BYRAM HEALTHCARE CENTERS, INC.

By 

Richard M. Smith
President and Chief Executive Officer

**ARTICLES OF MERGER
OF
CHOICE MEDICAL SUPPLIES, INC.,
SYLMAX CORPORATION,
MEDICAL HOME SUPPLY CORPORATION,
PEISER'S INC.,
BYRAM-CENTRAL HEALTHCARE CENTERS, INC.
AND
INNET, INC.
INTO
BYRAM HEALTHCARE CENTERS, INC.**

To the Department of the Treasury
State of New Jersey

Pursuant to the provisions of Section 14A:10-5.1 of the New Jersey Business Corporation Act, the New Jersey parent business corporation hereinafter named does hereby certify that:

1. The names of the subsidiary corporations are Choice Medical Supplies, Inc., a Washington corporation, Sylmax Corporation, a California corporation, Medical Home Supply Corporation, a Colorado corporation, Peiser's Inc., a Delaware corporation, Byram-Central Healthcare Centers, Inc., a Michigan corporation and Innet, Inc., a New Jersey corporation.
2. The name of the parent corporation, which is a business corporation of the State of New Jersey, and which is to be the surviving corporation, is Byram Healthcare Centers, Inc.
3. The number of issued and outstanding shares of each of the subsidiary corporations, all of which are of one class, and all of which are owned by the parent corporation:

<u>Names</u>	<u>No. of Shares</u>
Choice Medical Supplies, Inc.	997
Sylmax Corporation	29,000
Medical Home Supply Corporation	5,556
Peiser's Inc.	3,000
Byram-Central Healthcare Centers, Inc.	100
Innet, Inc.	100

4. The following is the Plan of Merger for merging the subsidiary corporations into the parent corporation as approved by the Board of Directors of the parent corporation on May 30, 2008.

"1. Byram Healthcare Centers, Inc., which is a business corporation of the State of New Jersey and is the owner of all of the outstanding shares of Choice Medical Supplies,

Inc., Sylmax Corporation, Medical Home Supply Corporation, Peiser's Inc., Byram-Central Healthcare Centers, Inc. and Innet, Inc. (the "Subsidiary Corporations"), hereby merges the Subsidiary Corporations into Byram Healthcare Centers, Inc. pursuant to the provisions of the New Jersey Business Corporation Act.

2. The separate existence of the Subsidiary Corporations shall cease upon the effective date of the merger pursuant to the provisions of the New Jersey Business Corporation Act; and Byram Healthcare Centers, Inc. shall continue its existence as the surviving corporation pursuant to the provisions of said New Jersey Business Corporation Act.

3. The issued and outstanding shares of the Subsidiary Corporations shall not be converted in any manner, but each said share which is issued and outstanding as of the effective date of the merger shall be surrendered and extinguished.

4. The issued shares of Byram Healthcare Centers, Inc. shall not be converted in any manner, but each said share which is issued as of the effective date of the merger shall continue to represent one issued share of Byram Healthcare Centers, Inc.

5. The Board of Directors and the proper officers of Byram Healthcare Centers, Inc. are hereby authorized, empowered, and directed to do any and all acts and things, and to make, execute, deliver, file, and/or record any and all instruments, papers, and documents which shall be or become necessary, proper, or convenient to carry out or put into effect any of the provisions of this Plan of Merger or of the merger herein provided for."

5. Neither the Certificate of Incorporation of the parent corporation nor the Certificates of Incorporation of the Subsidiary Corporations requires the approval of its shareholders to authorize the merger herein certified.

6. The parent corporation will continue its existence as the surviving corporation pursuant to the provisions of the New Jersey Business Corporation Act.

7. The merger herein certified shall become effective at 12:01 a.m. EDT on September 1, 2008.

Executed on July 8, 2008

BYRAM HEALTHCARE CENTERS, INC.

By


Richard M. Smith

President and Chief Executive Officer

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CERTIFICATE OF MERGER

OF

James A. DiEleuterio, Jr.
State Treasurer

BYRAM HEALTHCARE CENTERS, INC.,
A New Jersey corporation

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and

BYRAM-SOUTHEAST HEALTHCARE CENTERS, INC.,
a Georgia corporation

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TO: Secretary of State
State of New Jersey

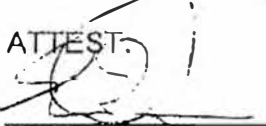
Pursuant to the provisions of Chapter 10 of the New Jersey Business Corporation Act, the undersigned corporations, Byram Healthcare Centers, Inc., a New Jersey corporation ("Byram") and Byram-Southeast Healthcare Centers, Inc., a Georgia corporation ("Byram-SE") hereby adopt this Certificate of Merger for the purpose of merging Byram-SE into Byram:

1. The Agreement and Plan of Merger setting forth the terms and conditions of the merger of Byram-SE with and into Byram was executed by Byram-SE and Byram as of July 1, 1998 ("Merger Plan") after approval of the Board of Directors of Byram and Byram-SE. A Summary of the Merger Plan is attached to this Certificate as Exhibit A.
2. The Merger shall be effective on December 31, 1998.
3. The name of the surviving corporation after the effective date of the merger shall be "Byram Healthcare Centers, Inc." ("Surviving Corporation") which will continue its existence as the Surviving Corporation under its present name upon the effective date of the merger pursuant to the laws of the State of New Jersey.

4. The laws of the State of Georgia, the jurisdiction under which Byram-SE was organized, permit the merger contemplated by the Merger Plan, and the laws of the State of Georgia, on fulfillment of the applicable Georgia filing and recording requirements have been complied with.

IN WITNESS WHEREOF, each of the undersigned corporations have caused this Certificate to be signed and sealed this 21 day of December, 1998.

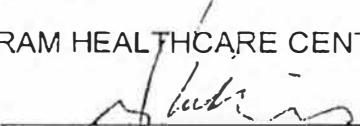
ATTEST:



Lawrence E. Janes
Secretary


BYRAM HEALTHCARE CENTERS, INC.

BY:



Peter A. Phillips
President

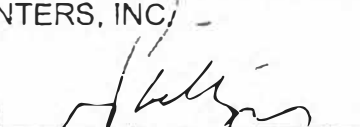
ATTEST:



Lawrence E. Janes
Secretary

BYRAM-SOUTHEAST HEALTHCARE
CENTERS, INC.

BY:



Peter A. Phillips
President

EXHIBIT A TO CERTIFICATE OF MERGER

Summary of Merger Plan

Byram Healthcare Centers, Inc., a New Jersey corporation ("Byram") proposes to enter into an Agreement and Plan of Merger ("Merger Agreement") dated July 1, 1998 with its wholly owned subsidiary, Byram-Southeast Healthcare Centers, Inc., a Georgia corporation ("Byram-SE"). The Merger Agreement provides for the merger of Byram-SE into Byram with Byram being the surviving entity. The purpose of the merger is to reduce overhead and operating expenses. The Board of Directors of Byram has determined that the merger with Byram-SE is in the best interest of Byram. The merger is scheduled to occur on or about December 31, 1998 ("Merger Date").

N/C

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FILED

CERTIFICATE OF AMENDMENT OF CERTIFICATE OF INCORPORATION OF
BYRAM HEALTHCARE CENTERS, INC.

JAN 31 1995

LONNA R. HOOKS
Secretary of State

TO: The Secretary of State
State of New Jersey

0989447

Pursuant to the provisions of Section 14A:9-2(4) and Section 14A:9-4(3), Corporations, General, of the New Jersey Statutes, the undersigned corporation executes the following Certificate of Amendment to its Certificate of Incorporation:

1. The name of the corporation is Byram Healthcare Centers, Inc.

2. The following amendment to the Certificate of Incorporation was approved by the directors and thereafter duly adopted by the shareholders of the corporation on the 3 day of JANUARY, 1995.

Resolved, the Article Third of the Certificate of Incorporation be amended to read as follows:

"The aggregate number of shares which the Corporation shall have the authority to issue is 5,000,000 shares without nominal or par value"

3. The number of shares outstanding at the time of the adoption of the amendment was 2500. The total number of shares entitled to vote thereon was 2500.

4. The number of shares voting for and against such amendment is as follows:

Number of Shares Voting
For Amendment

Number of Shares Voting
Against Amendment

2500

0

5. The effective date of this Amendment to the Certificate of Incorporation shall be February 1, 1995.

Dated this 25 day of JANUARY, 1995.

BYRAM HEALTHCARE CENTERS, INC.

BY:

PETER PHILLIPS, President

\\FIDOC\DOCUMENTS\X\H\H\CORPORATE\BYRAM\H.CER

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JUN 30 2003

C-102A Rev 12/93

State Treasurer

New Jersey Department of State
Division of Commercial Recording
Certificate of Amendment
to the Certificate of Incorporation
(For Use by Domestic Profit Corporations)

Pursuant to the provisions of Section 14A:9-2 (4) and Section 14A:9-4 (3), Corporations, General, of the New Jersey Statutes, the undersigned corporation executes the following Certificate of Amendment to its Certificate of Incorporation:

1. The name of the Corporation is: **Byram Healthcare Centers, Inc.**
2. The following amendment to the Certificate of Incorporation was approved by the directors and thereafter duly adopted by the shareholders without a meeting pursuant to the written consents of the shareholders of the corporation on the 29th day of June 2003:

Resolved, that Article Third of the Certificate of Incorporation be amended to read as follows:

The aggregate number of shares which the Corporation shall have the authority to issue is **11,722,882 shares without nominal or par value.**

3. The number of shares outstanding at the time of adoption of the amendment was: **8,811,752**

The total number of shares entitled to vote thereon was: **8,811,752**

If the shares of any class or series of shares are entitled to vote thereon as a class, set forth below the designation and number of outstanding shares entitled to vote thereon of each such class or series. (Omit if not applicable).

4. The number of shares voting for and against such amendment is as follows: (If the shares of any class or series are entitled to vote as a class, set forth the number of shares of each such class and series voting for and against the amendment, respectively).


Number of Shares Voting for Amendment
6,774,017

Number of Shares Voting Against Amendment
0

5. If the amendment provides for an exchange, reclassification or cancellation of issued shares, set forth a statement of the manner in which the same shall be effected. (Omit if not applicable.)

6. Other provisions: (Omit if not applicable).

S 1270846
2438062


BYRAM HEALTHCARE CENTERS, INC.
Raymond H. Nebeker
Its: Chief Executive Officer

Dated this 29th day of June 2003.

May be executed by the Chairman of the Board, or the President, or a Vice President of the Corporation.

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NO. 737 P. 2/2

SHIPMAN&GOODWIN LLP

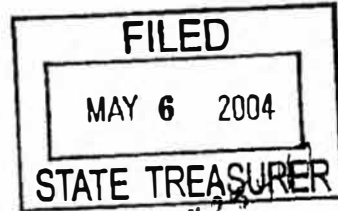
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**CERTIFICATE OF MERGER
OF**

BYRAM HOLDING COMPANY II, INC.

INTO

BYRAM HEALTHCARE CENTERS, INC.



To the Department of the Treasury
State of New Jersey

Pursuant to the provisions of Section 14A:10-4.1 of the New Jersey Business Corporation Act, the New Jersey business corporations hereinafter named do hereby certify that:

1. The name of the merging corporation, which is a business corporation of the State of New Jersey is **Byram Holding Company II, Inc.**
2. The name of the surviving corporation which is a business corporation of the State of New Jersey is **Byram Healthcare Centers, Inc.**
3. The Plan of Merger is attached to this certificate as Exhibit A.
4. The Plan of Merger was approved by the Board of Directors of the surviving corporation and no vote of the shareholders of the surviving corporation was required because of the applicability of subsection 14A:10-3(4) of the New Jersey Business Corporation Act as well as the applicability of subsection 14A:10-3(6) and the conditions of paragraphs (a) through (h) of that subsection have been satisfied.

[NEXT PAGE IS SIGNATURE PAGE]

This Certificate of Merger is executed as of this 3rd day of May, 2004.

BYRAM HOLDING COMPANY II, INC.

By: 

Name: Raymond H. Noeker

Title: CEO

BYRAM HEALTHCARE CENTERS, INC.

By: 

Name: Raymond H. Noeker

Title: CEO

370262 v.01 SJ

**PLAN OF MERGER
OF
BYRAM HOLDING COMPANY II, INC.
WITH AND INTO
BYRAM HEALTHCARE CENTERS, INC.**

This Plan of Merger (the "Plan") is intended to accomplish the merger (the "Merger") of Byram Holding Company II, Inc. with and into Byram Healthcare Centers, Inc. in accordance with the provisions of subsection 14A:10-4.1 of the New Jersey Business Corporation Act (the "Act").

1. Parties to the Merger.

1.1 Byram Holding Company II, Inc. (hereinafter sometimes referred to as the "Merging Corporation" or "Byram II") is a stock corporation organized and existing under the laws of the State of New Jersey, all of the shares of which are owned directly by the Holding Company (as defined below in section 1.3).

1.2 Byram Healthcare Centers, Inc. (hereinafter sometimes referred to as the "Surviving Corporation" or "Byram Healthcare") is a stock corporation organized and existing under the laws of the State of New Jersey and as a result of the merger will become a direct wholly-owned subsidiary of the Holding Company (as hereinafter defined).

1.3 Byram Holdings I, Inc. (hereinafter sometimes referred to as the "Holding Company" or "BHC") is a corporation which, from its incorporation until consummation of the Merger, governed by subsections (6) and (7) of 14A:10-3 of the Act, was at all times a direct wholly-owned subsidiary of the Surviving Corporation and shares of which are to be issued in the Merger.

2. Names of Merging Corporations and Designation of Surviving Corporation.

2.1 The names of the merging corporations are Byram Holding Company II, Inc. and Byram Healthcare Centers, Inc.

2.2 Byram Healthcare will be the Surviving Corporation in the Merger. The name of the Surviving Corporation will be Byram Healthcare Centers, Inc.

3. Certificate of Incorporation, Bylaws, Officers and Directors of Surviving Corporation.

3.1 As of the Effective Date (as hereinafter defined), the certificate of incorporation of Byram Healthcare shall be the certificate of incorporation of the Surviving Corporation.

3.2 As of the Effective Date, the bylaws of Byram Healthcare shall be the bylaws of the Surviving Corporation.

3.3 The Board of Directors and the officers of Byram Healthcare, as they shall be in such capacity immediately prior to the Effective Date, shall from and after the Effective Date be, and continue to be, the Board of Directors and the officers of the Surviving Corporation, until their successors are duly elected and qualified in accordance with the bylaws of the Surviving Corporation.

4. Conversion of Stock.

4.1 Effective upon the Effective Date of the Merger, each issued and outstanding share of capital stock of BHC held by Byram Healthcare will be cancelled and no consideration will be issued in exchange therefor.

4.2 Effective upon the Effective Date of the Merger, each issued and outstanding share of capital stock of Byram Healthcare will be exchanged for one (1) share of the capital stock of BHC. All stock certificates currently held by Byram Healthcare shareholders (the "Shareholders") will be relinquished and cancelled and new stock certificates will be issued by BHC to each Shareholder for the same number of shares as held in Byram Healthcare, with identical designations, preferences, limitations and rights.

4.3 Effective upon the Effective Date of the Merger, each issued and outstanding share of capital stock of Byram II held by BHC will be exchanged for one (1) share of the capital stock of Byram Healthcare, such that Byram Healthcare shall become a wholly-owned direct subsidiary of BHC.

5. Provisions for Approving and Carrying Out the Plan.

5.1 The Board of Directors of Byram II shall, by resolution adopted by such Board, approve this Plan. The Board of Directors of Byram Healthcare shall, by resolution adopted by such Board, approve this Plan. Pursuant to subsection 14A:10-3(4) of the Act, there is no vote of the shareholders of Byram Healthcare required to authorize the Merger inasmuch as Byram Healthcare's certificate of incorporation as of the Effective Date will not differ from its certificate of incorporation before the Merger, and immediately after the Merger each Shareholder of Byram Healthcare will hold the same number of shares of the Holding Company with identical designations, preferences, limitations and rights.

5.2 The proper officers of Byram II and Byram Healthcare shall execute and file with the New Jersey Secretary of State, a Certificate of Merger in accordance with subsection 14A:10-4.1 of the Act.

5.3 The Merger is to become effective upon acceptance by the New Jersey Secretary of State, of the filing of the Certificate of Merger (the "Effective Date").

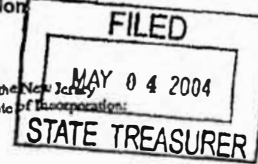
5.4 If at any time Byram Healthcare, as the Surviving Corporation, shall deem or be advised that any further assignments, assurances in law or other acts or instruments are necessary or desirable to vest or confirm in Byram Healthcare the title to any property of Byram II, its proper officers and directors shall and will do all such acts and things as may be necessary or proper to vest or confirm title to such property in Byram Healthcare and otherwise to carry out the purposes of this Plan.

370552 v.01 S1

Page 3 of 2

C-102A Rev 12/93

New Jersey Division of Revenue

Certificate of Amendment to the Certificate of Incorporation
(For Use by Domestic Profit Corporations)

Pursuant to the provisions of Section 14A:9-2 (4) and Section 14A:9-4 (3), Corporations, General, of the New Jersey Statutes, the undersigned corporation executes the following Certificate of Amendment to its Certificate of Incorporation:

1. The name of the corporation is:

BYRAM HEALTHCARE CENTERS, INC.

2. The following amendment to the Certificate of Incorporation was approved by the directors and thereafter duly adopted by the shareholders of the corporation on the 15TH day of APRIL, 2004

Resolved, that Article THIRD of the Certificate of Incorporation be amended to read as follows:

THE AGGREGATE NUMBER OF SHARES WHICH THE CORPORATION SHALL HAVE THE AUTHORITY TO ISSUE IS 16,035,000 SHARES WITHOUT NOMINAL OR PAR VALUE.

3. The number of shares outstanding at the time of the adoption of the amendment was: 8,842,426

The total number of shares entitled to vote thereon was: 8,842,426

If the shares of any class or series of shares are entitled to vote thereon as a class, set forth below the designation and number of outstanding shares entitled to vote thereon of each such class or series. (Omit if not applicable).

4. The number of shares voting for and against such amendment is as follows: (If the shares of any class or series are entitled to vote as a class, set forth the number of shares of each such class and series voting for and against the amendment, respectively).

Number of Shares Voting for Amendment

6,984,440

Number of Shares Voting Against Amendment

0

5. If the amendment provides for an exchange, reclassification or cancellation of issued shares, set forth a statement of the manner in which the same shall be effected. (Omit if not applicable).

6. Other provisions: (Omit if not applicable).

BYRAM HEALTHCARE CENTERS, INC.

BY: 

(Signature)

Raymond R. Mosker

Its: Chief Executive Officer

Dated this 15th day of APRIL, 2004

May be executed by the Chairman of the Board, or the President, or a Vice President of the Corporation.

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New Jersey Department of State
Division of Commercial Recording
Certificate of Amendment
to the Certificate of Incorporation
(For Use by Domestic Profit Corporations)

FILED

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State Treasurer

Pursuant to the provisions of Section 14A:9-2 (4) and Section 14A:9-4 (3), Corporations, General, of the New Jersey Statutes, the undersigned corporation executes the following Certificate of Amendment to its Certificate of Incorporation:

1. The name of the Corporation is: **Byram Healthcare Centers, Inc.**
2. The following amendment to the Certificate of Incorporation was approved by the directors and thereafter duly adopted by the shareholders without a meeting pursuant to the written consents of the shareholders of the corporation on the 29th day of February, 2000:

Resolved, that Article Third of the Certificate of Incorporation be amended to read as follows:

The aggregate number of shares which the Corporation shall have the authority to issue is 10,953,793 shares without nominal or par value.

3. The number of shares outstanding at the time of adoption of the amendment was: **7,184,627**

The total number of shares entitled to vote thereon was: **7,184,627**

If the shares of any class or series of shares are entitled to vote thereon as a class, set forth below the designation and number of outstanding shares entitled to vote thereon of each such class or series. (Omit if not applicable).

4. The number of shares voting for and against such amendment is as follows: (If the shares of any class or series are entitled to vote as a class, set forth the number of shares of each such class and series voting for and against the amendment, respectively).

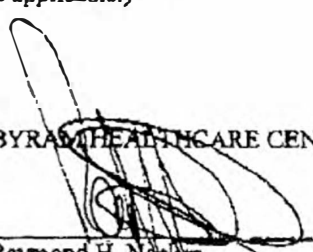
Number of Shares Voting for Amendment
7,184,627

Number of Shares Voting Against Amendment
0

5. If the amendment provides for an exchange, reclassification or cancellation of issued shares, set forth a statement of the manner in which the same shall be effected. (Omit if not applicable.)

6. Other provisions: (Omit if not applicable).

BYRAM HEALTHCARE CENTERS, INC.


Raymond H. Noeker
Its: Chief Executive Officer
President

Dated this 20th day of March, 2000.

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AMENDED AND RESTATED LIMITED LIABILITY COMPANY AGREEMENT
OF
APRIA HEALTHCARE LLC

This Amended and Restated Limited Liability Company Agreement, dated as of May 2, 2014 (this "Agreement") of Apria Healthcare LLC (the "Company"), a Delaware limited liability company, is entered into by Apria Healthcare Group Inc., a Delaware corporation, as its sole member (hereinafter sometimes referred to as the "Sole Member" and collectively, with all other persons who from time to time become members pursuant to this Agreement, the "Members"). This Agreement amends and restates in its entirety the existing Limited Liability Company Agreement of the Company, dated as of June 11, 2013 (the "Existing LLC Agreement").

WHEREAS, Apria Healthcare, Inc., a Delaware corporation (the "Predecessor Corporation") was formed as a Delaware corporation on March 30, 1984;

WHEREAS, as of June 11, 2013 and effective as of 9:15 a.m. Eastern Daylight Savings Time on July 1, 2013 (the "Effective Time"), the Predecessor Corporation was converted into the Company and became a Delaware limited liability company pursuant to a conversion (the "Conversion") effected pursuant to § 18-204 of the Delaware Limited Liability Company Act (6 Del. C. § 18-101 et seq.), as amended from time to time (the "Act") by the filing of (i) a Certificate of Conversion of the Company with the office of the Secretary of State of the State of Delaware pursuant to § 18-214 of the Act and (ii) a Certificate of Formation (the "Certificate of Formation") with the office of the Secretary of State of the State of Delaware pursuant to § 18-201 of the Act;

WHEREAS, prior to the Conversion, the Sole Member owned all of the issued and outstanding common stock of the Predecessor Corporation (the "Predecessor Stock");

WHEREAS, the Sole Member desired that the common stock of the Predecessor Corporation outstanding immediately prior to the Conversion be converted into limited liability company interests in the Company at the Effective Time;

WHEREAS, effective as of the time of the Conversion, (i) all the existing organizational and governing documents of the Predecessor Corporation were replaced and superseded in their entirety by the Existing LLC Agreement and the Certificate of Formation of the Company in respect of all periods beginning on or after the Conversion, (ii) all of the Predecessor Stock issued and outstanding immediately prior to the Conversion was converted into limited liability company interests of the Company without the need of issuance of new certificates, it having been the intention that the existing certificated shares of stock of the Predecessor Company continue to evidence limited liability company interests of the Company, (iii) as of the Effective Time, the Sole Member was (and remains) the owner of all the limited liability company interests in the Company, (iv) the Sole Member continued the business of the Company without dissolution in the form of a Delaware limited liability company governed by the Existing LLC Agreement and continues the business of the Company in the form of a Delaware limited liability company governed under this Agreement, (v) as of the Effective Time all then current officers and directors of the Predecessor Company were deemed to have been appointed to the

same offices and positions with the Company and with the same authority and responsibilities as they did with the Predecessor Company, and they remained and shall remain in such offices and positions until the earlier of their respective removals, resignations or incapacities, and (vii) in accordance with § 18-214 of the Act, the Company constitutes a continuation of the existence of the Predecessor Corporation in the form of a Delaware limited liability company and, for all purposes of the laws of the State of Delaware, is deemed to be the same entity as the Predecessor Corporation;

NOW, THEREFORE, the Sole Member hereby agrees as follows:

1. Name. The name of the Company is Apria Healthcare LLC (the "Company") or such other name as the Sole Member may from time to time hereafter designate.
2. Definitions. Capitalized terms not otherwise defined herein shall have the meanings set forth therefor in the Act.
3. Fiscal Year. The fiscal year of the Company (the "Fiscal Year") shall end on December 31 of each year. The Company shall have the same fiscal year for income tax and for financial and accounting purposes.
4. Purpose. The Company is formed for the purpose of engaging in any lawful business permitted by the Act or the laws of any jurisdiction in which the Company may do business. The Company shall have the power to engage in all activities and transactions which the Sole Member deems necessary or advisable in connection with the foregoing.
5. Offices. The registered office of the Company in the State of Delaware shall be located at 160 Greentree Drive, Suite 101, in the City of Dover, Count of Kent, DE 19904 and its registered agent for service of process on the Company at such address is National Registered Agents, Inc. The principal place of business of the Company shall be located at such place or places as the Sole Member may determine.
6. Members. As of the Effective Time, the Sole Member is designated as an authorized person, within the meaning of the Act, to do and perform, or cause to be done and performed, all such acts, deeds and things and to make, execute and deliver, or cause to be made, executed and delivered, all such agreements, undertakings, documents, instruments or certificates in the name and on behalf of the Company or otherwise as the Sole Member may deem necessary or appropriate in furtherance of the ordinary course of business of the Company. As of the Effective Time, Apria Healthcare Group Inc. was (and remains) designated as the Sole Member of the Company, and has such ownership percentage of the Company as set forth on Annex A hereto. The Company has no other members as of the Effective Time and currently has no other members. The Sole Member shall have the power to do any and all acts necessary or convenient to or for the furtherance of the purposes described herein, including all powers, statutory or otherwise, possessed by members of a limited liability company under the laws of the State of Delaware. Specifically, the Sole Member is designated as an authorized person, within the meaning of the Act, to execute, deliver and file the Certificate of Formation of the Company (and any amendments and/or restatements thereof) and any applications necessary for

the Company to qualify to do business in a jurisdiction in which the Company may wish to conduct business.

7. Capital Contributions. The Sole Member shall make capital contributions to the Company at such times, and in such amounts, as the Sole Member shall determine in its sole discretion.

8. Allocations, Distributions, Profits and Losses. Allocations and distributions of cash or other assets of the Company shall be made at such times and in such amounts as the Sole Member shall determine in its sole discretion. The Sole Member may withhold from any distributions amounts necessary to pay or establish reserves for expenses and liabilities (contingent or otherwise) of the Company. Distributions will be subject to the requirements of the Act and other applicable law.

9. Certificate of Limited Liability Company Interest. A new certificate shall be issued to represent the current limited liability company interests of the Company held by the Sole Member and all existing certificates shall be surrendered and cancelled in exchange therefor.

10. Term. The Company shall continue in full force and effect until terminated by operation of the Act or upon the sole election of the Sole Member.

11. Additional Members. The Company may, at the Sole Member's sole discretion, issue additional membership interests to other persons and admit them to the Company as Members.

12. Liability. The personal liability of the Sole Member to the Company is eliminated or limited to the fullest extent permitted under the Act, and the Sole Member shall have no liability to the Company except as expressly required by the Act.

13. Exculpation and Indemnification. Neither the Sole Member nor any director, officer or employee, or other agent or representative (each a "Covered Person") shall be liable to the Company, the Sole Member or any other person or entity who or that has an interest in the Company for any loss, damage or claim incurred by reason of any act or omission performed or omitted by such Covered Person in good faith on behalf of the Company and in a manner reasonably believed to be within the scope of the authority conferred on such Covered Person by this Agreement, except that a Covered Person shall be liable for any such loss, damage or claim incurred by reason of such Covered Person's gross negligence or willful misconduct. To the full extent permitted by applicable law, each Covered Person shall be entitled to indemnification from the Company for any loss, damage or claim incurred by such Covered Person by reason of any act or omission performed or omitted by such Covered Person in good faith on behalf of the Company and in a manner reasonably believed to be within the scope of the authority conferred on such Covered Person by this Agreement, except that no Covered Person shall be entitled to be indemnified in respect of any loss, damage or claim incurred by such Covered Person by reason of gross negligence or willful misconduct with respect to such acts or omissions; provided, however, that any indemnity under this Section 13 shall be provided out of

and to the extent of Company assets only, and the Sole Member shall not have personal liability on account thereof.

14. Foreclosure or Transfer. In connection with a pledge by any Member (including the Sole Member) of its membership interests as collateral for any secured debt (the "Pledged Collateral"), the collateral agent for the applicable secured parties (in such capacity, together with its successors and assigns, in such capacity, the "Collateral Agent"), in any foreclosure upon or subsequent disposition of such Pledged Collateral by the Collateral Agent in accordance with the terms and conditions of any security agreement, collateral agreement or pledge agreement (each, a "Transfer"), the assignee shall be admitted as a Member and shall have all of the rights and powers of the Member that previously owned such membership interests without any further consent of any Member (including the Sole Member). The Member that previously owned such membership interests shall cease to be a Member and shall have no further rights or obligations under this Agreement, except that such Member shall have the right to such information as shall be necessary for the computation of such Member's tax liability, if any.

15. Dissolution. The Company shall be dissolved and its affairs wound up upon the first to occur of the following: (a) the written consent of the Sole Member; (b) at any time that there is no member of the Company, unless the Company is continued pursuant to the Act; or (c) the occurrence of an event causing a dissolution of the Company under Section 18-801 of the Act. Any Member or any assignee who becomes a Member shall not cease to be a Member upon the occurrence of any of the events set forth in Section 18-304 of the Delaware Limited Liability Company Act with respect to such Member and shall continue to be a Member until such time as such Member's membership interests are effectively assigned or transferred.

16. Books and Records. The Company shall keep or cause to be kept full and accurate accounts of the transactions of the Company in proper books and records of account which shall set forth all information required by the Act. Such books and records shall be maintained on the basis utilized in preparing the Company's United States federal income tax returns.

17. Severability. Every term and provision of this Agreement is intended to be severable. If any term or provision hereof is illegal or invalid for any reason whatsoever, such term or provision will be enforced to the maximum extent permitted by law and, in any event, such illegality or invalidity shall not affect the validity or the remainder of this Agreement.

18. Benefits of Agreement. None of the provisions of this Agreement shall be for the benefit of or enforceable by any creditor of the Company or by any creditor of the Sole Member.


19. Amendment. This Agreement may be amended and/or restated at any time with the consent of the Sole Member.

20. Governing Law. This Agreement shall be construed and enforced in accordance with the laws of the State of Delaware, all rights and remedies being governed by said laws.

IN WITNESS WHEREOF, the undersigned, intending to be legally bound hereby, has duly executed this Amended and Restated Limited Liability Company Agreement as of the date first written above.

SOLE MEMBER:

APRIA HEALTHCARE GROUP INC.

By: 

Name: Robert S. Holcombe

Title: Executive Vice President, General Counsel
and Secretary

Membership

Name of Member	Ownership Percentage
Apria Healthcare Group Inc.	100% (evidenced by the limited liability company interests issued by the Company)

Delaware

PAGE 1

The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE DO HEREBY CERTIFY THAT THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF CONVERSION OF A DELAWARE CORPORATION UNDER THE NAME OF "APRIA HEALTHCARE, INC." TO A DELAWARE LIMITED LIABILITY COMPANY, CHANGING ITS NAME FROM "APRIA HEALTHCARE, INC." TO "APRIA HEALTHCARE LLC", FILED IN THIS OFFICE ON THE TWENTY-SIXTH DAY OF JUNE, A.D. 2013, AT 7:04 O'CLOCK P.M.

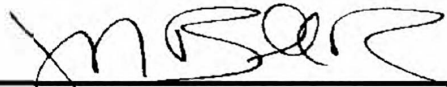
AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF CONVERSION IS THE FIRST DAY OF JULY, A.D. 2013, AT 9:15 O'CLOCK A.M.

2031918 8100V

130821504

You may verify this certificate online
at corp.delaware.gov/authver.shtml




Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 0546733

DATE: 06-27-13

Delaware

PAGE 2

The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE DO HEREBY CERTIFY THAT THE ATTACHED IS A TRUE AND CORRECT COPY OF CERTIFICATE OF FORMATION OF "APRIA HEALTHCARE LLC" FILED IN THIS OFFICE ON THE TWENTY-SIXTH DAY OF JUNE, A.D. 2013, AT 7:04 O'CLOCK P.M.

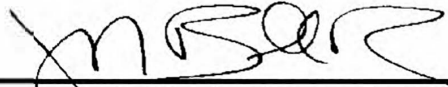
AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF FORMATION IS THE FIRST DAY OF JULY, A.D. 2013, AT 9:15 O'CLOCK A.M.

2031918 8100V

130821504

You may verify this certificate online
at corp.delaware.gov/authver.shtml




Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 0546733

DATE: 06-27-13

**STATE OF DELAWARE
CERTIFICATE OF CONVERSION OF**

**APRIA HEALTHCARE, INC.
(the "Company")**

**FROM A CORPORATION TO A
LIMITED LIABILITY COMPANY PURSUANT TO
SECTION 18-214 OF THE LIMITED LIABILITY ACT**

June 11, 2013

- 1) The jurisdiction where the Company was first formed is Delaware.
- 2) The jurisdiction immediately prior to filing this Certificate is Delaware.
- 3) The Company filed its original Certificate of Incorporation with the Secretary of State of the State of Delaware and was incorporated in the State of Delaware on March 30, 1984.
- 4) The name of the Company immediately prior to filing this Certificate is "Apria Healthcare, Inc.".
- 5) The name of the limited liability company into which the Company is to be converted as set forth in its Certificate of Formation is "Apria Healthcare LLC".
- 6) The conversion to a limited liability company shall be effective as of 9:15 a.m. Eastern Daylight Savings Time on July 1, 2013.

[signature to follow on next page]

IN WITNESS WHEREOF, the undersigned has executed this Certificate of Conversion to a limited liability company as of the date first written above.

APRIA HEALTHCARE, INC.

By: Robert S. Holcombe

Name: Robert S. Holcombe

Title: Executive Vice President, General Counsel
and Secretary

APRIA HEALTHCARE LLC

By: Robert S. Holcombe

Name: Robert S. Holcombe

Title: Executive Vice President, General Counsel
and Secretary

[Signature page to AHI Certificate of Conversion]

CERTIFICATE OF FORMATION

OF

APRIA HEALTHCARE LLC

This Certificate of Formation of APRIA HEALTHCARE LLC (the "Company"), dated as of June 11, 2013, is being duly executed and filed by the undersigned, as an authorized person, to form a limited liability company under the Delaware Limited Liability Company Act (6 Del. C. § 18-101, et seq.).

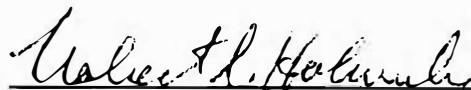
FIRST. The name of the limited liability company formed hereby is Apria Healthcare LLC.

SECOND. The registered office of the Company in the State of Delaware shall be located at c/o National Registered Agents, Inc., 160 Greentree Drive, Suite 101, City of Dover 19904, County of Kent.

THIRD. The name and address of the registered agent of the Company for service of process on the Company in the State of Delaware shall be National Registered Agents, Inc., 160 Greentree Drive, Suite 101, City of Dover 19904, County of Kent.

FOURTH. This Certificate of Formation shall be effective on July 1, 2013 as of 9:15 a.m. Eastern Daylight Savings Time.

IN WITNESS WHEREOF, the undersigned has executed this Certificate of Formation as of the date first above written.



Robert S. Holcombe
Authorized Person

Delaware

PAGE 1

The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE RESTATED CERTIFICATE OF "APRIA HEALTHCARE, INC.", FILED IN THIS OFFICE ON THE FIRST DAY OF JULY, A.D. 2010, AT 9:14 O'CLOCK P.M.

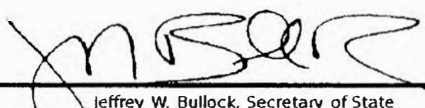
A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE KENT COUNTY RECORDER OF DEEDS.

2031918 8100

100712085

You may verify this certificate online
at corp.delaware.gov/authver.shtml




Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 8092591

DATE: 07-01-10

AMENDED AND RESTATED CERTIFICATE OF INCORPORATION

OF

APRIA HEALTHCARE, INC.

Apria Healthcare, Inc., a Delaware corporation (the "Corporation"), does hereby certify as follows:

1. The name of the Corporation is Apria Healthcare, Inc. The Corporation was incorporated under the name "National Medical Homecare, Inc." The original Certificate of Incorporation (as amended, the "Certificate of Incorporation") of the Corporation was filed with the Secretary of State of the State of Delaware on March 30, 1984.

2. This Amended and Restated Certificate of Incorporation was duly adopted by the Board of Directors of the Corporation and by the sole stockholder of the Corporation in accordance with Sections 242 and 245 of the General Corporation Law of Delaware.

3. This Amended and Restated Certificate of Incorporation restates and integrates and further amends the Certificate of Incorporation, as heretofore amended and supplemented.

4. The text of the Certificate of Incorporation is hereby amended and restated to read in its entirety as follows:

FIRST: The name of the corporation is Apria Healthcare, Inc.

SECOND: The address of its registered office in the State of Delaware is 160 Greentree Drive, Suite 101, in the City of Dover 19904, County of Kent. The name of its registered agent at such address is National Registered Agents, Inc.

THREE: The nature of the business or purposes to be conducted or promoted 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 stock which the corporation shall have authority to issue is One Thousand (1,000) and the par value of each of such shares is One Cent (\$.01) amounting in the aggregate to Ten Dollars (\$10.00).

FIFTH: The board of directors is authorized to make, alter or repeal the by-laws of the corporation. Election of directors need not be by written ballot.

SIXTH.

1. To the fullest extent permitted by the Delaware General Corporation Law as the same now exists or may hereafter be amended, the Corporation shall indemnify, and advance expenses to, any person who is or was a director or officer of the Corporation or, while a director or officer of the Corporation, is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other

enterprise. Notwithstanding the preceding sentence, the Corporation shall not be required to indemnify any person in connection with a proceeding (or part thereof) commenced by such person if the commencement of such proceeding (or part thereof) was not authorized by the Board of Directors of the Corporation. The Corporation, by action of its Board of Directors, may provide indemnification or advance expenses to employees and agents of the Corporation or other persons only on such terms and conditions and to the extent determined by the Board of Directors in its sole and absolute discretion.

2. The indemnification and advancement of expenses provided by, or granted pursuant to, this Article Sixth shall not be deemed exclusive of any other rights to which those seeking indemnification or advancement of expenses may be entitled under any Bylaw, agreement, contract, vote of stockholders or disinterested directors or otherwise, both as to action in such person's official capacity and as to action in another capacity while holding such office.

3. The Corporation shall have the power to purchase and maintain insurance to protect itself and any person who is or was a director, officer, employee or agent of the Corporation, or while a director, officer, employee or agent of the Corporation, is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise against any liability asserted against him and incurred by him in any such capacity, or arising out of his status as such, whether or not the Corporation would have the power or the obligation to indemnify him against such liability under the Delaware General Corporation Law or the provisions of this Article Sixth.

4. The indemnification and advancement of expenses provided by, or granted pursuant to, this Article Sixth shall, unless otherwise provided when authorized or ratified, continue as to a person who has ceased to be a director or officer and shall inure to the benefit of the heirs, executors and administrators of such officer or director. The indemnification and advancement of expenses that may have been provided to an employee or agent of the Corporation by action of the Board of Directors, pursuant to the last sentence of Paragraph 1 of this Article Sixth, shall, unless otherwise provided when authorized or ratified, continue as to a person who has ceased to be an employee or agent of the Corporation and shall inure to the benefit of the heirs, executors and administrators of such a person, after the time such person has ceased to be an employee or agent of the Corporation, only on such terms and conditions and to the extent determined by the Board of Directors in its sole discretion.

SEVENTH. A director of the Corporation shall not be liable to the Corporation or its stockholders for monetary damages for breach of fiduciary duty as a director, except to the extent such exemption from liability or limitation thereof is not permitted under the Delaware General Corporation Law as the same exists or may hereafter be amended. If the Delaware General Corporation Law is amended to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of a director of the Corporation shall be eliminated or limited to the fullest extent permitted by the Delaware General Corporation Law, as so amended.

Any amendment, modification or repeal of the foregoing paragraph shall not adversely affect any right or protection of a director of the Corporation hereunder in respect of any act or omission occurring prior to the time of such amendment, modification or repeal.

IN WITNESS WHEREOF, the Corporation has caused this Amended and Restated Certificate of Incorporation to be duly executed this July 1, 2010.

By: Robert S. Holcombe
Name: Robert S. Holcombe
Title: Executive Vice President,
General Counsel and Secretary

[Apria Healthcare, Inc.]

Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF AMENDMENT OF "HOMEDCO, INC.", CHANGING ITS NAME FROM "HOMEDCO, INC." TO "APRIA HEALTHCARE, INC.", FILED IN THIS OFFICE ON THE SEVENTH DAY OF JULY, A.D. 1995, AT 10 O'CLOCK A.M.

A CERTIFIED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS FOR RECORDING.



A handwritten signature in cursive script, reading "Edward J. Freel", is written over a horizontal line.

Edward J. Freel, Secretary of State

2031918 8100

950151811

AUTHENTICATION:

7566133

DATE:

07-07-95

**CERTIFICATE OF AMENDMENT
OF
CERTIFICATE OF INCORPORATION
OF
HOMEDCO, INC.,
a Delaware corporation**

Homedco, Inc., a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware (this "Corporation"), DOES HEREBY CERTIFY:

FIRST: That the sole director of this Corporation, acting by written consent pursuant to the authority of Section 141(f) of the General Corporation Law of the State of Delaware, adopted a resolution setting forth a proposed amendment of the Certificate of Incorporation of this Corporation. The resolution setting forth the proposed amendment is as follows:

"RESOLVED, that the Certificate of Incorporation be amended by changing Article 1 thereof so that, as amended, Article 1 shall read in its entirety as follows:

"1. The name of this corporation is:


Apria Healthcare, Inc.

SECOND: That in lieu of a meeting and vote of stockholders, the sole stockholder of this Corporation has given written consent to said amendment in accordance with the provisions of Section 228 of the General Corporation Law of the State of Delaware.

THIRD: That the above amendment was duly adopted in accordance with the applicable provisions of Sections 228 and 242 of the General Corporation Law of the State of Delaware.

IN WITNESS WHEREOF, Homedco, Inc. has caused this Certificate to be signed by Jeremy M. Jones, its Chairman of the Board of Directors and Chief Executive Officer, this 6th day of July, 1995.

HOMEDCO, INC.

By: 
Jeremy M. Jones
Chairman of the Board and
Chief Executive Officer

BOOK 25 PAGE 423

PAGE 1

State of Delaware

18248



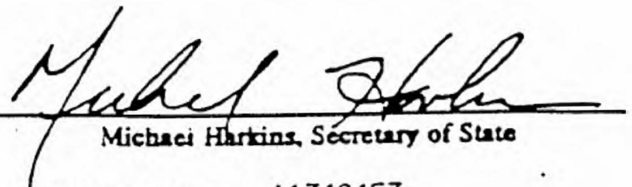
Office of Secretary of State

I, MICHAEL HARKINS, SECRETARY OF STATE OF THE STATE OF
DELAWARE DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT
COPY OF THE CERTIFICATE OF AMENDMENT OF NATIONAL MEDICAL
HOMECARE, INC. FILED IN THIS OFFICE ON THE FOURTEENTH DAY OF
JUNE, A.D. 1988, AT 10 O'CLOCK A.M.

1 1 1 1 1 1 1 1 1 1



888166831


Michael Harkins, Secretary of State

AUTHENTICATION: 1748457

DATE: 86/14/1988

FILED 107

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JUN 14 1988

CERTIFICATE OF AMENDMENT


SECRETARY OF STATE

OF

CERTIFICATE OF INCORPORATION

* * * * *

NATIONAL MEDICAL HOMECARE, INC., a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware, DOES HEREBY CERTIFY:

FIRST: That the Board of Directors of said corporation, at a meeting duly held, adopted a resolution proposing and declaring advisable the following amendment to the Certificate of Incorporation of said corporation:

RESOLVED, that the Certificate of Incorporation of NATIONAL MEDICAL HOMECARE, INC. be amended by changing Article 1 thereof so that, as amended, said Article shall be and read as follows:

"1. The name of this corporation is HOMEDCO, INC."

SECOND: That in lieu of a meeting and vote of stockholders, the stockholders have given unanimous written consent to said amendment in accordance with the provisions of section 228 of the General Corporation Law of the State of Delaware.

THIRD: That the aforesaid amendment was duly adopted in accordance with the applicable provisions of sections 242 and 228 of the General Corporation Law of the State of Delaware.

IN WITNESS WHEREOF, said NATIONAL MEDICAL
HOMECARE, INC. has caused this certificate to be signed by
Lawrence H. Smallen its Vice President, and attested by
James A. Fishback, its Secretary, this 11TH day of June,
1988.

NATIONAL MEDICAL HOMECARE,
INC.


Lawrence H. Smallen
Vice President

ATTEST:


James A. Fishback
Secretary

RECEIVED FOR RECORD

JUN 16 1988

William M. Hozay, Recorder

877334680

FILED

NOV 30 1987

CERTIFICATE OF MERGER
OF
NME ACQUISITION CORPORATION
INTO
NATIONAL MEDICAL HOMECARE, INC.

(Under Section 251 of the General Corporation Law
of the State of Delaware)

Pursuant to Section 251(c) of the General Corporation Law of the State of Delaware, National Medical Homecare, Inc., a Delaware corporation (the "Company"), hereby certifies to the following information relating to the merger of NME Acquisition Corporation, a Delaware corporation ("Acquiring Corp."), with and into the Company (the "Merger").

1. The names and states of incorporation of the Company and Acquiring Corp., which are the constituent corporations in the Merger (the "Constituent Corporations"), are:

<u>Name</u>	<u>State</u>
National Medical Homecare, Inc.	Delaware
NME Acquisition Corporation	Delaware

2. The Agreement and Plan of Merger, dated as of November 4, 1987, among Acquiring Corp., the Company, National Medical Enterprises, Inc. and NME Holdings Corporation (the "Merger Agreement"), setting forth the terms and conditions of the Merger, has been approved, adopted, certified, executed and acknowledged by each of the Constituent Corporations, and adopted by the unanimous written consent of the stockholders thereof, in accordance with the provisions of Sections 228 and 251(c) of the General Corporation Law of the State of Delaware.

3. The name of the corporation surviving the Merger is "National Medical Homecare, Inc."

4. Upon the Merger becoming effective, the certificate of incorporation of the surviving corporation shall be amended to read in its entirety as set forth in Exhibit A hereto.

5. An executed Merger Agreement is on file at the principal place of business of the surviving corporation, which is located at 2100 West Orangewood, Orange, California 92668.

6. A copy of the Merger Agreement will be furnished by the surviving corporation, on request and without cost, to any stockholder of either of the Constituent Corporations.

IN WITNESS WHEREOF, this Certificate of Merger has been executed on this 30th day of November, 1987.

NATIONAL MEDICAL HOMECARE, INC.

By: Jeremy M. Jones
Jeremy M. Jones, President

[CORPORATE SEAL]

Attest:

By: James A. Fishback
James Fishback,
Assistant Secretary

EXHIBIT A

CERTIFICATE OF INCORPORATION
OF
NATIONAL MEDICAL HOMECARE, INC.

1. The name of the corporation is National Medical
Homecare, Inc.

2. The address of its registered office in the
State of Delaware is Corporation Trust Center, 1209 Orange
Street, in the City of Wilmington, County of New Castle.
The name of its registered agent at such address is The Cor-
poration Trust Company.

3. The nature of the business or purposes to be
conducted or promoted is to engage in any lawful act or
activity for which corporations may be organized under the
General Corporation Law of Delaware.

4. The total number of shares of stock which the
corporation shall have authority to issue is One Thousand
(1,000) and the par value of each of such shares is One Cent
 (\$.01) amounting in the aggregate to Ten Dollars (\$10.00).

5. The board of directors is authorized to make,
alter or repeal the by-laws of the corporation. Election of
directors need not be by written ballot.

6. The name and mailing address of the incorpora-
tor is:

L.M. Curtis
100 West Tenth Street
Wilmington, Delaware 19801



State of DELAWARE

Office of SECRETARY OF STATE

I, Michael Harkins, Secretary of State of the State of Delaware,
do hereby certify that the above and foregoing is a true and correct copy of
Certificate of Change of Location of Registered Office of the companies represented
by "The Corporation Trust Company", as it applies to "NATIONAL MEDICAL HOMECARE, INC.",
as received and filed in this office the twenty-seventh day of July, A.D. 1984, at
4:30 o'clock P.M.

In Testimony Whereof, I have hereunto set my hand
and official seal at Dover this fifth day
of November in the year of our Lord
one thousand nine hundred and eighty-seven.



Michael Harkins

Michael Harkins, Secretary of State

FORM 122

FILED

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CERTIFICATE OF CHANGE OF ADDRESS OF

JUL 27 1984 P.A.

REGISTERED OFFICE AND OF REGISTERED AGENT

PURSUANT TO SECTION 134 OF TITLE 8 OF THE DELAWARE CODE

TO: DEPARTMENT OF STATE
 Division of Corporations
 Transend Building
 Federal Street
 Dover, Delaware 19903

Pursuant to the provisions of Section 134 of Title 8 of the Delaware Code, the undersigned Agent for service of process, in order to change the address of the registered office of the corporations for which it is registered agent, hereby certifies that:

1. The name of the agent is: The Corporation Trust Company

2. The address of the old registered office was:

100 West Tenth Street
 Wilmington, Delaware 19801

3. The address to which the registered office is to be changed is:

Corporation Trust Center
 1209 Orange Street
 Wilmington, Delaware 19801

The new address will be effective on July 30, 1984.

4. The names of the corporations represented by said agent are set forth on the list annexed to this certificate and made a part hereof by reference.

IN WITNESS WHEREOF, said agent has caused this certificate to be signed on its behalf by its Vice-President and Assistant Secretary this 25th day of July, 1984.

THE CORPORATION TRUST COMPANY
 (Name of Registered Agent)

by Virginia Colwell
 (Vice-President)

ATTENT:

Mark E. Hines
 (Assistant Secretary)



State of DELAWARE



Office of SECRETARY OF STATE

I, Michael Harkins, Secretary of State of the State of Delaware,

do hereby certify that the attached is a true and correct copy of

Certificate of Incorporation

filed in this office on March 30, 1984



Michael Harkins
Michael Harkins, Secretary of State

BY: J. Butler

DATE: November 5, 1987

730900031

FILED

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Shaw-Walker
SECRETARY OF STATE

CERTIFICATE OF INCORPORATION
OF
NATIONAL MEDICAL HOMECARE, INC.

1. The name of the corporation is:
NATIONAL MEDICAL HOMECARE, INC.
2. The address of its registered office in the State of Delaware is 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.
3. The nature of the business or purposes to be conducted or promoted is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of Delaware.
4. The total number of shares of stock which the corporation shall have authority to issue is one thousand (1,000) all of such shares shall be without par value.
5. The board of directors is authorized to make, alter or repeal the by-laws of the corporation. Election of directors need not be by written ballot.
6. The name and mailing address of the incorporator is:
L. M. Custis
100 West Tenth Street
Wilmington, Delaware 19801

I, THE UNDERSIGNED, being the incorporator hereinbefore named, for the purpose of forming a corporation pursuant to the General Corporation Law of Delaware, do make this certificate, hereby declaring and certifying that this is my act and deed and the facts herein stated are true, and accordingly have hereunto set my hand this 30th day of March, 1964.

L. M. Custis
L. M. Custis