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To the Honorable Commissioner of

1. Name of conveying party(ies):

First Hospital Corporation

- Individual(s)
- General Partnership
- Corporation-State Virginia
- Other
- Association
- Limited Partnership

Additional name(s) of Conveying party(ies) attached? Yes No

2. Nature of conveyance:

- Assignment
- Security Agreement
- Other
- Merger
- Change of Name

April 7 1998

Execution Date:

2. Name and address of receiving party(ies)

Name: FHC Health Systems, Inc.

Internal Address:

Street Address: 240 Corporate Blvd.

City: Norfolk State: VA ZIP: 23219

- Individual(s) citizenship
- Association
- General Partnership
- Limited Partnership
- Corporation-State Virginia
- Other

If assignee is not domiciled in the United States, a domestic representative designation is attached: Yes No

(Designations must be a separate document from assignment) Additional name(s) & address(es) attached? Yes No

Application number(s) or Registration number(s):

A. Trademark Application No.(s)

B. Trademark Registration No.(s)

2 059 830 1 389 473
1 388 643

Additional numbers attached? Yes No

Name and address of party to whom correspondence concerning document should be mailed:

Name: Elaine D. Ziff Esq.

Internal Address: Skadden Arps Slate Meagher & Flom LLP

Street Address: 919 Third Avenue

City: New York State: NY ZIP: 10022

6. Total number of applications and registrations involved: 3

7. Total fee (37 CFR 3.41).....\$ 90.00

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number:

(Attach duplicate copy of this page if paying by deposit account)

05/11/1998 DCUATES 00000150 2059830

DO NOT USE THIS SPACE

01 FC:481 40.00 OP
02 FC:482 50.00 OP

Statement and signature.

To the best of my knowledge and belief the foregoing information is true and correct and any attached copy is a true copy of the original document.

Kristine Fyfe

Name of Person Signing

Signature

4/27/98

Date

Total number of pages including cover sheet, attachments, and document: 22

Mail documents to be recorded with required cover sheet information to:

Commonwealth of Virginia



State Corporation Commission

I Certify the Following from the Records of the Commission:

FHC Health Systems, Inc. is a corporation existing under and by virtue of the laws of Virginia, and is in good standing.

The date of incorporation is April 01, 1983.

I further certify that the following is a list of all documents constituting the charter of FHC Health Systems, Inc. as of this date.

ARTICLES OF RESTATEMENT	August 06, 1997
ARTICLES OF AMENDMENT	December 19, 1997

Nothing more is hereby certified.



Signed and Sealed at Richmond
on this Date: April 07, 1998

William J. Bridge

William J. Bridge, Clerk of the Commission
TRADEMARK

**ARTICLES OF AMENDMENT
TO THE
ARTICLES OF INCORPORATION
OF
FIRST HOSPITAL CORPORATION**

1 The name of the corporation is First Hospital Corporation (the "Corporation")

2 Article I of the Articles of Incorporation of the Corporation is hereby amended to
change the name of the Corporation to

FHC Health Systems, Inc.

3 The foregoing amendment was adopted by the written consent of the Corporation's
sole director effective as of December 15, 1997.

4 The foregoing amendment was adopted by the unanimous written consent of the
holders of all of the issued and outstanding stock of the Corporation effective as of December 15,
1997

5 These Articles of Amendment shall be effective when accepted for filing by the
State Corporation Commission of Virginia.

Dated December 16, 1997

FIRST HOSPITAL CORPORATION

By: 
Ronald I. Dozoretz, President

414023

COMMONWEALTH OF VIRGINIA
STATE CORPORATION COMMISSION

December 19, 1997

The State Corporation Commission has found the accompanying articles submitted on behalf of

FHC HEALTH SYSTEMS, INC.
(FORMERLY FIRST HOSPITAL CORPORATION)

to comply with the requirements of law, and confirms payment of all related fees.

Therefore, it is ORDERED that this

CERTIFICATE OF AMENDMENT

be issued and admitted to record with the articles of amendment in the Office of the Clerk of the Commission, effective December 19, 1997 at 11:00 AM.

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



Commissioner

AMENACPT
CIS20317
97-12-19-0506

TRADEMARK

REEL: 1725 FRAME: 0004

**ARTICLES OF RESTATEMENT
OF THE
ARTICLES OF INCORPORATION
OF
FIRST HOSPITAL CORPORATION**

FIRST The name of the corporation is First Hospital Corporation.

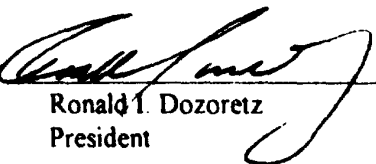
SECOND The articles of incorporation are amended and restated to read as set forth in Exhibit A attached hereto.

THIRD The amended and restated articles of incorporation contain amendments to the articles of incorporation requiring shareholder approval.

FOURTH The amended and restated articles of incorporation were adopted effective July 31, 1997, by the unanimous consent of the holders of all of the issued and outstanding shares of stock of the corporation.

Dated July 31, 1997

FIRST HOSPITAL CORPORATION

By 
Ronald I. Dozoretz
President

394747 1

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
FIRST HOSPITAL CORPORATION**

I

The name of the corporation is First Hospital Corporation

II

The purpose for which the Corporation is organized is the transaction of any or all lawful business not required to be specifically stated in these articles

III

(1) The Corporation shall have the authority to issue 51 million (51,000,000) shares, consisting of (i) 50 million (50,000,000) shares of Common Stock, par value of \$0 03-1/3 per share, and (ii) 1 million (1,000,000) shares of Preferred Stock, par value \$1 00 per share. No holder of shares of any class of stock of the Corporation shall have any preemptive or preferential right to purchase or subscribe 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 securities or obligations convertible into any such shares or into warrants, rights or options to purchase any such shares

(2) The Board of Directors of the Corporation is authorized, subject to limitations prescribed by law and the provisions of this Article, to provide for, from time to time, in one or more series of any number, the issuance of shares of Preferred Stock, and by filing a certificate pursuant to the Virginia Stock Corporation Act of the State of Virginia, to establish the number of shares to be included in each such series and to fix the designation, relative rights, preference, qualifications and limitations of the shares of each such series

The following is a statement of the designations and the powers, preferences and rights, and the qualifications, limitations, or restrictions thereof, in respect of the series of Preferred Stock of the Corporation

(a) Designation

The designation of said series of the Preferred Stock shall be "Series A Preferred Stock". The authorized number of shares of Series A Preferred Stock shall be 10,000 shares. The par value of the Series A Preferred Stock shall be \$1.00 per share. The stated value of the Series A Preferred Stock shall be \$1,000 per share.

(b) Dividends

(i) The holders of each share of Series A Preferred Stock shall be entitled to receive, when and as declared by the Board of Directors of the Corporation, dividends in the amount of 5% of the stated value per share of Series A Preferred Stock per annum payable in additional shares of Series A Preferred Stock, together with the associated Warrant in accordance with the provisions of that certain Unit Agreement, dated as of November 21, 1994, of the Corporation as Issuer, in an amount equal to such dividend, commencing May 21, 1995.

(ii) On declaration of the Board of Directors of the Corporation, dividends on the Series A Preferred Stock may be paid, instead of in shares of Series A Preferred Stock, in cash out of any funds legally available therefor, in the amount of 5% of stated value per share of Series A Preferred Stock per annum.

(iii) Dividends shall be declared by the Board of Directors of the Corporation semiannually on May 21 and November 21 of each year (each of such dates being a "Dividend Request Date"), commencing, in the case of any share of Series A Preferred Stock, on May 21, 1995. Dividends will be payable to holders of record at the close of business on May 21 or November 21, as the case may be, immediately preceding such Dividend Payment Date. If the Dividend Payment Date is not a business day, then the dividend otherwise payable on such date shall be payable on the next succeeding business day.

(iv) The Corporation shall not distribute fractional shares of Series A Preferred Stock ("Fractional Shares") in payment of any dividend in respect of the Series A Preferred Stock to persons entitled thereto. In lieu of Fractional Shares, the Corporation will cause the stated value of all Fractional Shares otherwise payable to be aggregated (the "Aggregate Fractional Share

Value"), and each holder of Series A Preferred Stock otherwise entitled to receive a Fractional Share shall receive a cash dividend in lieu thereof equal to such holder's proportionate interest in the Aggregate Fractional Share Value

(c) Redemption

(i) The Corporation shall be required to redeem pro rata from each Holder one-third (1/3) of the amount of outstanding shares of Series A Preferred Stock on November 21, 1999, November 21, 2000 and November 21, 2001, the end of the fifth, sixth and seventh years from the date of issuance (each such date a "Mandatory Redemption Date") The redemption price for each share called for redemption shall be equal to the stated value per share plus accrued and unpaid dividends At the end of the last Mandatory Redemption Date, all outstanding shares of Series A Preferred Stock shall have been redeemed by the Corporation

(ii) The Corporation may at its option, redeem shares of Series A Preferred Stock, in whole or in part at any time from time to time, pro rata from each holder thereof The redemption price for each share so called to redemption shall be equal to the stated value per share plus accrued and unpaid dividends

(iii) Not less than 21 nor more than 60 days prior to the date fixed for any redemption pursuant to this Subsection (c), notice of redemption shall be given by first-class mail, postage prepaid, to the holders of record of the outstanding shares of the Series A Preferred Stock to be redeemed at their last addresses as shown by the Corporation's stock transfer records The notice of redemption shall set forth the number of shares to be redeemed, the date fixed for redemption, the applicable redemption price or prices, and the place or places where certificates representing shares to be redeemed may be surrendered In case less than all outstanding shares are to be redeemed, the notice of redemption shall also set forth numbers of the certificates representing shares to be redeemed and, in case less than all shares represented by any such certificate are to be redeemed, the number of shares represented by such certificate to be redeemed Notwithstanding any notice of redemption, shares of Series A Preferred Stock remain outstanding until actually redeemed on the date fixed for redemption

(iv) If notice of redemption of any outstanding shares of Series A Preferred Stock shall have been duly mailed as herein provided, on or before the date fixed for redemption the Corporation shall deposit in cash funds sufficient to pay the redemption price of such shares in trust for the benefit of the holders of shares to be redeemed with any bank or trust company in Richmond, Virginia. From and after the date of such redemption all shares for the redemption of which such deposit shall have been made shall, whether or not the certificates therefor shall have been surrendered for cancellation, be deemed no longer to be outstanding for any purpose, and all rights with respect to such shares shall thereupon cease and determine except the right to receive payment of the redemption price.

(v) The holders of shares of Series A Preferred Stock shall not have any rights to convert such shares into shares of any other class or series of capital stock of the Corporation.

(vi) If the Board of Directors of the Corporation shall fail to declare a dividend or redeem the Series A Preferred Stock when required for any reason, then, and until all such dividends in arrears are declared and paid and all such redemptions are made, as the case may be, no dividend whatsoever shall be declared, set aside, or paid upon, nor shall any distribution be made upon, (i) any Preferred Stock ranking junior in right of payment to the Series A Preferred Stock and (ii) the common stock of the Corporation then outstanding.

(d) Voting Rights

(i) Except as otherwise provided by applicable law or as otherwise provided herein, the holders of Series A Preferred Stock shall not be entitled to notice of, or to vote at, any meeting of the shareholders of the Corporation nor to vote on any matter relating to the business or affairs of the Corporation.

(ii) In the event that the Corporation fails for any reason to redeem on the Mandatory Redemption Date all of the shares of Series A Preferred Stock required to be redeemed on such date, or if the Corporation fails to pay any dividend on the Series A Preferred Stock required under Subsection (b), then, upon notice to the Corporation given by the holders of not less than 50% of the shares of Series A Preferred Stock then outstanding, the holders of said shares of

Series A Preferred Stock shall as a class become entitled to Special Voting Rights. The Special Voting Rights of the holders of the outstanding shares of Series A Preferred Stock shall continue until all shares of Series A Preferred Stock have been redeemed and until all dividends have been paid whereupon all Special Voting Rights of the holders of the Series A Preferred Stock shall cease. Failure by the holders of the outstanding shares of Series A Preferred Stock to exercise their Special Voting Rights promptly upon the occurrence of the conditions described above shall not be deemed to be a waiver of such rights.

(iii) The term "Special Voting Rights" shall mean the right to elect two members to the Board of Directors (the "Preferred Directors") upon the occurrence and during the continuance of specified defaults in redemption of shares of or payments of dividends with respect to Series A Preferred Stock as provided in the foregoing paragraph.

(iv) Immediately upon the accrual of the Special Voting Rights of the holders of Series A Preferred Stock, the number of directors of the Corporation shall, ipso facto, be increased by two. The Preferred Directors shall be elected only by vote of the holders of the outstanding shares of Series A Preferred Stock, voting as a class. Whenever the number of directors of the Corporation shall have been so increased, the number as so increased may thereafter be further increased or decreased in such manner as may be permitted by the bylaws and without the vote of the holders of the Series A Preferred Stock, provided that no such action shall impair the right of the holders of the Series A Preferred Stock to elect the Preferred Directors. The holders of the outstanding shares of Series A Preferred Stock may at their option at any time exercise the Special Voting Rights by written consent without a meeting in accordance with the Virginia Stock Corporation Act.

(v) The Preferred Directors shall each serve until the termination of the Special Voting Rights of the holders of the Series A Preferred Stock. Upon the election of the Preferred Directors, then so long as the holders of the Series A Preferred Stock are entitled to the Special Voting Rights, the presence of both of the Preferred Directors shall be required for there to be a quorum at all meetings of the Board of Directors of the Corporation, and of the Executive

Committee and all other committees of the Corporation if there be such a committee, and the affirmative vote of the Preferred Directors shall be required for any action to be taken by the Board of Directors of the Corporation or the Executive Committee, provided, however, that in the event of a deadlock, the Corporation shall continue to operate in a manner consistent with corporate actions of the preceding fiscal year. So long as the holders of the Series A Preferred Stock are entitled to the Special Voting Rights, any vacancy in the position of the Preferred Directors may be filled only by the holders of the Series A Preferred Stock. A Preferred Director may, during his term of office, be removed at any time, with or without cause, by and only by the affirmative vote at a special meeting of holders of the Series A Preferred Stock then outstanding called for such purpose, or the written consent, of the holders of record of a majority of the outstanding shares of the Series A Preferred Stock. Any vacancy created by such removal may also be filled at such meeting or by such consent. Upon the termination of the Special Voting Rights of the holders of the Series A Preferred Stock, the terms of office of the Preferred Directors shall forthwith terminate and the number of directors of the Corporation shall thereupon be appropriately decreased.

(e) Rights on Liquidation

In the event of any liquidation, dissolution or winding up of the Corporation, whether voluntary or involuntary, the holders of shares of Series A Preferred Stock then outstanding shall be entitled to receive, respectively, prior and in preference to any distribution of any of the assets of the Corporation to the holders of any Preferred Stock junior to the Series A Preferred Stock or the Common Stock by reason of their ownership thereof, an amount equal to \$1000 per share for each outstanding share of Series A Preferred Stock. If upon the occurrence of such event the assets thus distributed among the holders of the Series A Preferred Stock shall be insufficient to permit the payment to such holders of the full preferential amount, the entire assets of the Corporation legally available for distribution shall be distributed ratably among the holders of the Series A Preferred Stock in proportion to the respective amounts which would otherwise be payable in respect to the shares held by them upon said distribution if all amounts payable on or

with respect to said shares were paid in full. After the payment or distribution to the holders of the Series A Preferred Stock of the full preferential amount aforesaid, the holders of Preferred Stock ranking junior to the Series A Preferred Stock in right of payment and of the common stock of the Corporation then outstanding shall be entitled to receive ratably all remaining assets of the Corporation to be distributed.

(f) Registration of Transfer

The Corporation shall keep at its principal office (or such other place as the Corporation reasonably designates) a register for the registration of shares of Series A Preferred Stock. Upon the surrender of any certificate representing Series A Preferred Stock at such place, the Corporation shall, at the request of the registered holder of such certificate, execute and deliver (at the Corporation's expense) a new certificate or certificates in exchange therefor representing the aggregate number of shares represented by the surrendered certificate, subject to the requirements of applicable securities laws. Each such new certificate shall be registered in such name and shall represent such number of shares as shall be requested by the holder of the surrendered certificate and shall be substantially identical in form to the surrendered certificate.

(g) Replacement

Upon receipt of evidence reasonably satisfactory to the Corporation (an affidavit of the registered holder shall be satisfactory) of the ownership and the loss, theft, destruction or mutilation of any certificate evidencing one or more shares of the Series A Preferred Stock and, in the case of any such loss, theft or destruction, upon receipt of indemnity reasonably satisfactory to the Corporation, or, in the case of any such mutilation, upon surrender of such certificate, the Corporation shall (at its expense) execute and deliver in lieu of such certificate a new certificate of like kind representing the number of shares represented by such lost, stolen, destroyed or mutilated certificate.

IV

The number of directors shall be specified in or fixed in accordance with the bylaws of the Corporation. In the absence of an applicable bylaw, the number of directors shall be one (1)

V

(1) In this article

"applicant" means the person seeking indemnification pursuant to this article.

"expenses" includes counsel fees

"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

"party" includes an individual who was, is or is threatened to be made a named defendant or respondent in a proceeding

"proceeding" means any threatened, pending or completed action, suit, or proceeding, whether civil, criminal, administrative or investigative and whether formal or informal

(2) In any proceeding brought by or 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 any monetary damages with respect to any transaction, occurrence or course of conduct, whether prior or subsequent to the effective date of this article, unless the director or officer engaged in willful misconduct or a knowing violation of the criminal law or any federal or state securities law

(3) The Corporation shall indemnify (i) any person who was or is a party to any proceeding, including a proceeding brought by or on behalf of the shareholders of the Corporation, because he is or was a director or officer of the Corporation, or (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 liabilities incurred by him in connection with such proceeding unless the liability arises from his 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.

(4) 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 shall have any effect on the rights provided under this article 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 and shall promptly pay or reimburse all reasonable expenses, including attorneys' fees, incurred by any such director or officer in connection with such actions and determinations or proceedings of any kind arising therefrom.

(5) 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.

(6) Any indemnification under Section (3) of this article (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).

The determine 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 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 a majority vote of the full board of directors, in which selection directors who are parties may participate, or

(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 (b) 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 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) The Corporation shall pay for or reimburse the reasonable expenses incurred by a director or officer who is a party to a proceeding in advance of final disposition of the proceeding if (a) the director or officer furnishes the Corporation a written statement of his good faith belief

that he has met the standard of conduct described in Section (3) hereof, (b) the director or officer furnishes the Corporation a written undertaking, as an unlimited general, unsecured obligation, executed personally or on his behalf, to repay the advance if it is ultimately determined that he did not meet such standard of conduct, and (c) a determination is made that the facts then known to those making the determination would not preclude indemnification under this article

Authorization or payment under this section shall be made by the persons specified in Section (6)

(8) 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 who was, is or may become 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 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). The provisions of Sections (4) through (7) of this article shall be applicable to any indemnification provided hereafter pursuant to this Section (8)

(9) 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 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 or was serving at the request of the Corporation as a director, officer, employee or agent of any corporation, partnership, joint venture, trust, employment 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

(10) Every reference in this article to a director, officer, employee or agent shall include every former director, officer, employee or agent and his heirs, executors and administrators. The foregoing rights and indemnification 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. 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 agreements); 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 or applicable laws of the Commonwealth of Virginia.

(11) In the event that any provision of this article is determined to be unenforceable as being contrary to public policy, the remaining provisions shall continue to be enforced to the maximum extent permitted by law

394755 1

COMMONWEALTH OF VIRGINIA
STATE CORPORATION COMMISSION

August 6, 1997

The State Corporation Commission has found the accompanying
articles submitted on behalf of

FIRST HOSPITAL CORPORATION

to comply with the requirements of law, and confirms payment of
all related fees.

Therefore, it is ORDERED that this

CERTIFICATE OF AMENDMENT AND RESTATEMENT

be issued and admitted to record with the articles of amendment in
the Office of the Clerk of the Commission, effective August 6,
1997 at 08:23 AM.

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



Commissioner

AMENACPT
CIS20436
97-08-06-0008

Commonwealth of Virginia



State Corporation Commission

I Certify the Following from the Records of the
Commission:

the foregoing is a true copy of the ARTICLES OF RESTATEMENT AND AMENDMENTS
of FHC Health Systems, Inc. issued August 06, 1997.

Nothing more is hereby certified.



Signed and Sealed at Richmond
on this Date: April 07, 1998

William J. Bridge

William J. Bridge, Clerk of the Commission

TRADEMARK

REEL: 1725 FRAME: 0019

IN THE UNITED STATES PATENT AND TRADEMARK OFFICE

Certificate of Express Mail under 37 CFR 1.10

Attorney Ref. No.: 011580/2
Title of Paper: Change of Name against Trademarks
"Express Mail" Label No. RETAIN THIS NUMBER-CUSTOMER
RECEIPT WILL BE MAILED TO YOU.
TB762097809US
Date of Deposit: April 28, 1998
29

I hereby certify that the foregoing (along with a check for \$90.00) is being deposited with the United States Postal Service "Express Mail Post Office to Addressee" service under 37 CFR 1.10 on the date indicated above and is addressed to them at Commissioner for Patents and Trademarks, Box Assignment, Washington, D.C. 20231.

Kristine Fyfe
Kristine Fyfe

[Signature]
(Signature)