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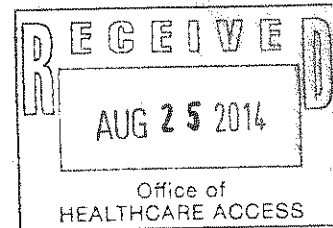
MURTHA
CULLINA

STEPHANIE SPRAGUE SOBKOWIAK
203.772.7782 DIRECT TELEPHONE
SSOBKOWIAK@MURTHALAW.COM

August 22, 2014

VIA UPS OVERNIGHT

Ms. Kimberly Martone
Director of Operations
State of Connecticut
Department of Public Health,
Office of Health Care Access
410 Capitol Avenue, MS #13HCA
Hartford, Connecticut 06134



Re: MHS Primary Care, Inc.

Dear Ms. Martone:

Pursuant to Conn. Gen. Stat. § 33-182bb, enclosed you will find a copy of the Amended and Restated Certificate of Incorporation of MHS Primary Care, Inc. that was filed with the Secretary of the State on Wednesday, August 20, 2014. You will also find copies of the original Certificate of Incorporation and prior amendments.

If you have any questions, please feel free to contact me.

Sincerely,

A handwritten signature in cursive script, appearing to read "Stephanie Sprague Sobkowiak".

Stephanie Sprague Sobkowiak

Enclosures

cc: Jack Huber
Paul E. Knag



SECRETARY OF THE STATE OF CONNECTICUT

MAILING ADDRESS: COMMERCIAL RECORDING DIVISION, CONNECTICUT SECRETARY OF THE STATE, P.O. BOX 150470, HARTFORD, CT 06115-0470
DELIVERY ADDRESS: COMMERCIAL RECORDING DIVISION, CONNECTICUT SECRETARY OF THE STATE, 30 TRINITY STREET, HARTFORD, CT 06106
PHONE: 860-509-6003 WEBSITE: www.concord-sots.ct.gov

CERTIFICATE OF AMENDMENT NONSTOCK CORPORATION

FILING #0005169144 PG 01 OF 10 VOL B-01974
FILED 08/20/2014 04:12 PM PAGE 00960
SECRETARY OF THE STATE
CONNECTICUT SECRETARY OF THE STATE

USE INK. COMPLETE ALL SECTIONS. PRINT OR TYPE. ATTACH

<p>FILING PARTY (CONFIRMATION WILL BE SENT TO THIS ADDRESS):</p> <p>NAME: Paul E. Knag, Esquire ADDRESS: Murtha Cullina LLP CityPlace I, 185 Asylum Street CITY: Hartford STATE: CT ZIP: 06103</p>	<p>FILING FEE: \$20</p> <p>MAKE CHECKS PAYABLE TO "SECRETARY OF THE STATE"</p>
<p>1. NAME OF CORPORATION: MHS Primary Care, Inc.</p>	
<p>2. THE CERTIFICATE OF INCORPORATION IS (check A, B or C):</p> <p><input type="checkbox"/> A. AMENDED <input type="checkbox"/> B. RESTATED <input checked="" type="checkbox"/> C. AMENDED AND RESTATED</p> <p>THE RESTATED CERTIFICATE CONSOLIDATES ALL AMENDMENTS INTO A SINGLE DOCUMENT</p>	
<p>3. TEXT OF EACH AMENDMENT / RESTATEMENT:</p> <p>The Certificate of Incorporation of MHS Primary Care, Inc. is amended and restated in its entirety to read as set forth in Exhibit A attached hereto and made a part hereof.</p> <p>For informational purposes, a marked copy of the Amended and Restated Certificate of Incorporation showing all changes between the new document and the prior document is attached as Exhibit B. Upon the effectiveness of this Certificate of Amendment, the Amended and Restated Certificate of Incorporation shall read as set forth in Exhibit A.</p>	

4. VOTE INFORMATION (CHECK A, B or C)

A. THE AMENDMENT WAS DULY APPROVED BY THE MEMBERS IN THE MANNER REQUIRED BY SECTIONS 33-1140 TO 33-1147 OF THE CONNECTICUT GENERAL STATUTES, AND BY THE CERTIFICATE OF INCORPORATION.

B. THE AMENDMENT WAS DULY APPROVED BY THE INCORPORATORS AND MEMBER APPROVAL WAS NOT REQUIRED.

C. THE AMENDMENT WAS DULY APPROVED BY THE BOARD OF DIRECTORS AND MEMBER APPROVAL WAS NOT REQUIRED.

5. EXECUTION:

DATED THIS 18th DAY OF August, 2014

NAME OF SIGNATORY	CAPACITY/TITLE OF SIGNATORY	SIGNATURE
Susan M Martin	Treasurer	<i>Susan M Martin</i>

AMENDED AND RESTATED
CERTIFICATE OF INCORPORATION OF
MHS PRIMARY CARE, INC.

(a Connecticut nonstock Corporation)

The Certificate of Incorporation of MHS Primary Care, Inc., a Connecticut nonstock corporation, is hereby amended and restated in its entirety under the Connecticut Revised Nonstock Corporation Act, Chapter 602 of the Connecticut General Statutes (as amended or replaced from time to time, the "Act") as modified by Sections 1 to 6, inclusive, of Connecticut Public Act 09-212 to the extent that any of the provisions of Section 1 to 6, inclusive, of Connecticut Public Act 09-212 conflict with the Act with respect to the Corporation.

1. *Name.* The name of the Corporation is MHS Primary Care, Inc. (herein referred to as the "Corporation").
2. *Nonprofit.* The Corporation is nonprofit and shall not have or issue shares of stock or make distributions.
3. *Members.* The Corporation shall have one member. The sole member of the Corporation shall be Middlesex Health System, Inc., a Connecticut nonstock corporation. The sole member shall have the exclusive power to fix the number of, elect, remove and fill vacancies among the Directors of the Corporation, and adopt, amend, repeal or otherwise take action with regard to the Bylaws of the Corporation, provided, however, that the sole member's otherwise exclusive power to elect and fill vacancies among the Directors shall be limited by and subject to the rights of the Employed Physicians to select following nomination the Directors who the sole member shall elect to fill vacancies among the Physician-Selected Directors, all as provided in the Bylaws; the sole member's otherwise exclusive power to amend the Bylaws of the Corporation shall be limited by and subject to the right of the Board of Directors to approve any amendment to the Bylaws that affects the rights of Employed Physicians to select following nomination the Directors who the sole member shall elect to fill vacancies among the Physician-Selected Directors, all as provided in the Bylaws; and any amendment of the Certificate of Incorporation that affects the rights of the Employed Physicians to select following nomination the Directors who the sole member shall elect to fill vacancies among Physician-Selected Directors shall require approval of the Board of Directors by a majority that includes the Physician-Selected Directors, along with the approval of the sole member.

The sole member shall be entitled to vote on all matters on which members are required to vote by law, the Certificate of Incorporation or Bylaws, including, but not limited to:

- (a) Adopting or implementing any annual or long-term capital or operating budget or other such strategic, business, or fiscal plan;
- (b) Authorizing the Corporation to engage in, or enter into, any transaction providing for the sale, mortgage or other disposition of all or substantially all of its assets;
- (c) Adopting a plan of merger or consolidation of the Corporation with another corporation;

(d) Adopting of a plan of dissolution, adopting a plan for the distribution of the assets or taking any other action related to the dissolution of the Corporation;

(e) Organizing or acquiring, or authorizing the organization or acquisition of, any subsidiary or affiliate of the Corporation; and

(f) Amending, restating, or otherwise taking action with regard to the Certificate of Incorporation of the Corporation.

A Director may be removed by the sole member, either with or without cause, at a regular or special meeting called at least in part for that purpose; provided that removal of a Director who is a physician may occur only for "cause" as defined below. "Cause" for such removal shall be incapacity, conviction of a felony, inexcusable failure to attend at least 75% of the meetings of the Board of Directors and committees to which the Director is appointed in any twelve (12) month period, breach of fiduciary duty to the Corporation as defined by Connecticut law, or repeated actions which are not in the Corporation's best interests. Notice of the proposed removal must be given in the notice of the meeting.

The sole member has elected to bring the Corporation within the provisions of Sections 1 to 6, inclusive, of Connecticut Public Act 09-212.

4. *Purposes.* The Corporation is organized and shall be operated pursuant to Connecticut Public Act 09-212 for the purpose of practicing medicine and providing health care services through its employees or agents who are licensed pursuant to Section 20-9 of the Connecticut General Statutes (or any corresponding Connecticut statute), as from time to time amended, and through other providers, within Middlesex County, Connecticut and adjacent areas serviced by Middlesex Health System, Inc.

The Corporation shall not engage in any business other than the rendering of health care services for which it shall be specifically incorporated, and it shall not be prohibited from investing its funds in real estate, mortgages, stocks, bonds or any other types of investments, or from owning real or personal property incidental to the rendering of professional services.

In furtherance of the foregoing activities and purposes, but subject to the restrictions of this Certificate of Incorporation, the Corporation may engage in any lawful act or activity for which corporations may be formed under the Act as modified by Sections 1 to 6, inclusive, of Connecticut Public Act 09-212 to the extent that any of the provisions of Sections 1 to 6, inclusive, of Connecticut Public Act 09-212 conflict with the Act with respect to the Corporation.

5. *Restrictions.* Notwithstanding any other provision of this Certificate of Incorporation, the Corporation shall not conduct or carry on any activities not permitted to be conducted or carried on pursuant to Sections 1 to 6, inclusive, of Connecticut Public Act 09-212 to the extent that any of the provisions of Section 1 to 6, inclusive, of Connecticut Public Act 09-212 conflict with the Act with respect to the Corporation.

6. *Board of Directors.* Except as reserved to the sole member in the Certificate of Incorporation and the By-Laws, the management of the affairs of the Corporation shall be vested in the Board of Directors, which is expressly empowered to appoint and remove such other additional officers and agents as it may deem best in the administration and management of said Corporation, as provided in the Bylaws.

At all times, the Board of Directors shall consist of an equal or greater aggregate number of providers who are physicians, chiropractors or podiatrists licensed under Chapter 370, 372 or 375 of the Connecticut General Statutes, as applicable, than non-provider employees of the member, in addition to any other directors elected by the member of the Corporation.

The Directors shall serve three (3)-year staggered terms as provided in the Bylaws.

No current or former Director of the Corporation shall be personally liable to the Corporation or its sole member for monetary damages for or arising out of a breach of duty as a Director in an amount which exceeds any compensation received by the Director for serving the Corporation during the year of the violation, if such breach did not (i) involve a knowing and culpable violation of law by the Director, (ii) enable the Director or an associate, as defined in Section 33-480 of the Connecticut General Statutes, to receive an improper personal gain, (iii) show a lack of good faith and a conscious disregard for the duty of the Director to the Corporation under circumstances in which the Director was aware that his conduct or omission created an unjustifiable risk of serious injury to the Corporation or (iv) constitute a sustained and unexcused pattern of inattention that amounted to an abdication of the Director's duty to the Corporation.

7. *Urgent Care Committee.*

(a) At all times that the Corporation maintains an urgent care practice, the Board of Directors of the Corporation shall have an Urgent Care Committee. The Board of Directors shall delegate all power, right and responsibility to control the urgent care practice to the Urgent Care Committee. Accordingly, the Board of Directors shall not have any right to vote with respect to, or in any manner exercise control over, the urgent care practice of the Corporation. The Urgent Care Committee shall have sole control over the Corporation's urgent care practice. All officers of the Corporation shall report directly to the Urgent Care Committee in lieu of the Board of Directors for any and all matters with respect to the Corporation's urgent care practice.

(b) The Urgent Care Committee shall consist solely of a minimum of one (1) director that has been appointed to the Corporation's Board of Directors by Middlesex Health System, Inc. (a "MHS-Appointed Director"), and a maximum of three (3) MHS-Appointed Directors. The Board of Directors shall appoint the MHS-Appointed Directors to the Urgent Care Committee. If at any time Middlesex Health System, Inc., no longer has the ability to solely appoint at least one director to the Corporation's Board of Directors, the Board of Directors shall appoint the Urgent Care Committee from among its Directors.

(c) Each Director appointed to the Urgent Care Committee shall serve in such committee position until the earlier of such Director's resignation from the committee position, removal from the committee position in accordance with the Bylaws; or appointment of such director's successor to the committee in accordance with the Bylaws.

(d) The Bylaws of the Corporation may set forth additional terms and conditions with respect to the Urgent Care Committee; provided, however, that nothing set forth in the Bylaws may terminate, supercede, restrict or otherwise limit the provisions set forth in this Certificate of Incorporation.

8. *Registered Agent.* The registered agent of the Corporation is Vincent G. Capece, Jr., having a business address at 28 Crescent Street, Middletown, Connecticut 06457 and a residence address at 154 Smith Pond Road, Watertown, Connecticut 06795.

AMENDED AND RESTATED
CERTIFICATE OF INCORPORATION OF
MHS PRIMARY CARE, INC.

(a Connecticut nonstock Corporation)

The Certificate of Incorporation of MHS Primary Care, Inc., a Connecticut nonstock corporation, is hereby amended and restated in its entirety under the Connecticut Revised Nonstock Corporation Act, Chapter 602 of the Connecticut General Statutes (as amended or replaced from time to time, the "Act") as modified by Sections 1 to 6, inclusive, of Connecticut Public Act 09-212 to the extent that any of the provisions of Section 1 to 6, inclusive, of Connecticut Public Act 09-212 conflict with the Act with respect to the Corporation.

1. Name. The name of the corporation-Corporation is MHS Primary Care, Inc. (herein referred to as the "Corporation").

2. Nonprofit. The Corporation is nonprofit and shall not have or issue shares of stock or make distributions.

3. Members. The Corporation shall have one member. The sole member of the Corporation shall be Middlesex Health System, Inc., a Connecticut nonstock corporation. The sole member shall have the exclusive power to fix the number of, elect, remove and fill vacancies among the Directors of the Corporation, and adopt, amend, repeal or otherwise take action with regard to the Bylaws of the Corporation, provided, however, that the sole member's otherwise exclusive power to elect and fill vacancies among the Directors shall be limited by and subject to the rights of the Employed Physicians to select following nomination the Directors who the sole member shall elect to fill vacancies among the Physician-Selected Directors, all as provided in the Bylaws; the sole member's otherwise exclusive power to amend the Bylaws of the Corporation shall be limited by and subject to the right of the Board of Directors to approve any amendment to the Bylaws that affects the rights of Employed Physicians to select following nomination the Directors who the sole member shall elect to fill vacancies among the Physician-Selected Directors, all as provided in the Bylaws; and any amendment of the Certificate of Incorporation that affects the rights of the Employed Physicians to select following nomination the Directors who the sole member shall elect to fill vacancies among Physician-Selected Directors shall require approval of the Board of Directors by a majority that includes the Physician-Selected Directors, along with the approval of the sole member.

The sole member shall be entitled to vote on all matters on which members are required to vote by law, the Certificate of Incorporation or Bylaws, including, but not limited to:

(a) Adopting or implementing any annual or long-term capital or operating budget or other such strategic, business, or fiscal plan;

The Corporation shall have one class of members.

Appointment of Registered Agent:

Name of Agent:

Robert G. Kiely

Business/initial registered office
address:

28 Crescent Street

Middletown, CT 06457

Residence Address:

34 Wildcat Springs Drive
Madison, CT 06443

The nature of the activities to be conducted or the purposes to be promoted by the Corporation:

The Corporation is organized: (a) to promote health by providing and/or arranging for the provision of healthcare services, including but not limited to contracting with payors and providers of such services, and operating or otherwise facilitating the operations of medical practices; and (b) to engage in any lawful act or activity for which non-stock corporations may be formed under the General Statutes of Connecticut.

(b) ~~The Sole Corporate Member of the Corporation shall be Middlesex Health System, Inc., a Connecticut non-stock corporation. Except with respect to the right of certain persons to constitute a class of members for the limited purposes of having the rights to elect and fill vacancies among certain Directors of the Corporation and to approve amendments of the Certificate of Incorporation or By-Laws of the Corporation which affect such rights, all as more particularly described in the By-Laws of the Corporation from time to time. The Sole Corporate Member shall have the exclusive power to fix the number of, elect, remove, and fill vacancies among the Directors of the Corporation, and to adopt, amend, repeal or otherwise take action with regard to the By-Laws of the Corporation. Except as provided above, the Sole Corporate Member shall have the exclusive power to vote on all matters on which members are required or permitted to vote by law, the Certificate of Incorporation or the By-Laws of the Corporation, including but not limited to: adopting or implementing any annual or long-term capital or operating budget or other such strategic, business, or fiscal plan; authorizing the Corporation to engage in, or enter into, any transaction providing for the sale, mortgage or other disposition of all or substantially all of its assets; adopting a plan of merger or consolidation of the Corporation with another corporation; adopting a plan of dissolution; adopting a plan of distribution of the assets, or taking any other action related to dissolution of the Corporation; organizing or acquiring, or authorizing the organization or acquisition of, any subsidiary or affiliate of the Corporation; and amending, restating or otherwise taking action with regard to the Certificate of Incorporation of the Corporation.~~

(c) Adopting a plan of merger or consolidation of the Corporation with another corporation;

(d) Adopting of a plan of dissolution, adopting a plan for the distribution of the assets or taking any other action related to the dissolution of the Corporation;

(e) Organizing or acquiring, or authorizing the organization or acquisition of, any subsidiary or affiliate of the Corporation; and

(f) Amending, restating, or otherwise taking action with regard to the Certificate of Incorporation of the Corporation.

A Director may be removed by the ~~Sole Corporate Member~~ sole member, either with or without cause, at a regular or special meeting called at least in part for that purpose; provided that removal of a Director who is a physician may occur only for "cause" as defined below. "Cause" for such removal shall be incapacity, conviction of a felony, inexcusable failure to attend at least 75% of the meetings of the Board of Directors and committees to which the Director is appointed in any twelve (12) month period, breach of fiduciary duty to the Corporation as defined by Connecticut law, or repeated actions which are not in the Corporation's best interests. Notice of the proposed removal must be given in the notice of the meeting.

The sole member has elected to bring the Corporation within the provisions of Sections 1 to 6, inclusive, of Connecticut Public Act 09-212.

4. Purposes. The Corporation is organized and shall be operated pursuant to Connecticut Public Act 09-212 for the purpose of practicing medicine and providing health care services through its employees or agents who are licensed pursuant to Section 20-9 of the Connecticut General Statutes (or any corresponding Connecticut statute), as from time to time amended, and through other providers, within Middlesex County, Connecticut and adjacent areas serviced by Middlesex Health System, Inc.

The Corporation shall not engage in any business other than the rendering of health care services for which it shall be specifically incorporated, and it shall not be prohibited from investing its funds in real estate, mortgages, stocks, bonds or any other types of investments, or from owning real or personal property incidental to the rendering of professional services.

In furtherance of the foregoing activities and purposes, but subject to the restrictions of this Certificate of Incorporation, the Corporation may engage in any lawful act or activity for which corporations may be formed under the Act as modified by Sections 1 to 6, inclusive, of Connecticut Public Act 09-212 to the extent that any of the provisions of Sections 1 to 6, inclusive, of Connecticut Public Act 09-212 conflict with the Act with respect to the Corporation.

5. Restrictions. Notwithstanding any other provision of this Certificate of Incorporation, the Corporation shall not conduct or carry on any activities not permitted to be conducted or carried on pursuant to Sections 1 to 6, inclusive, of Connecticut Public Act 09-212 to the extent that any of the provisions of Section 1 to 6, inclusive, of Connecticut Public Act 09-212 conflict with the Act with respect to the Corporation.

6. Board of Directors. Except as reserved to the ~~Sole Corporate Member~~ sole member in the Certificate of Incorporation and the By-Laws, the management of the affairs of the Corporation shall be vested in the Board of Directors, ~~who are~~ which is expressly empowered to appoint and remove such other additional officers and agents as ~~they~~ it may deem best in the administration and management of said Corporation, as provided in the ~~By-Laws~~ Bylaws.

At all times, the Board of Directors shall consist of an equal or greater aggregate number of providers who are physicians, chiropractors or podiatrists licensed under Chapter 370, 372 or 375 of the Connecticut General Statutes, as applicable, than non-provider employees of the

member, in addition to any other directors elected by the member of the Corporation.

The Directors shall serve three (3)-year staggered terms as provided in the Bylaws.

No current or former Director of the Corporation shall be personally liable to the Corporation or its ~~Sole Corporate Member~~ sole member for monetary damages for or arising out of a breach of duty as a Director in an amount which exceeds any compensation received by the Director for serving the Corporation during the year of the violation, if such breach did not (i) involve a knowing and culpable violation of law by the Director, (ii) enable the Director or an associate, as defined in Section 33-480 of the Connecticut General Statutes, to receive an improper personal economic gain, (iii) show a lack of good faith and a conscious disregard for the duty of the Director to the Corporation under circumstances in which the Director was aware that his conduct or omission created an unjustifiable risk of serious injury to the Corporation or (iv) constitute a sustained and unexcused pattern of inattention that amounted to an abdication of the Director's duty to the Corporation.

~~The Directors shall serve staggered three-year terms as provided in the By-Laws. The Sole Member's otherwise exclusive power to elect and fill vacancies among the Directors shall be limited by and subject to the rights of the Employed Physicians to elect and fill vacancies among the Physician-Elected Directors, all as provided in the By-Laws. The Sole Member's otherwise exclusive power to amend the By-Laws shall be limited by and subject to the right of the Board of Directors to approve any amendment of the By-Laws which affects the rights of the Employed Physicians to elect and fill vacancies among the Physician-Elected Directors, as provided in the By-Laws. Any amendment of the Certificate of Incorporation which affects the rights of the Employed Physicians to elect and fill vacancies among the Physician-Elected Directors shall require the approval of the Board of Directors by a majority which includes the Physician-Elected Directors, along with the approval of the Sole Member.~~

7. Urgent Care Committee.

(a) At all times that the Corporation maintains an urgent care practice, the Board of Directors of the Corporation shall have an Urgent Care Committee. The Board of Directors shall delegate all power, right and responsibility to control the urgent care practice to the Urgent Care Committee. Accordingly, the Board of Directors shall not have any right to vote with respect to, or in any manner exercise control over, the urgent care practice of the Corporation. The Urgent Care Committee shall have sole control over the Corporation's urgent care practice. All officers of the Corporation shall report directly to the Urgent Care Committee in lieu of the Board of Directors for any and all matters with respect to the Corporation's urgent care practice.

(b) The Urgent Care Committee shall consist solely of a minimum of one (1) director that has been appointed to the Corporation's Board of Directors by Middlesex Health System, Inc. (a "MHS-Appointed Director"), and a maximum of three (3) MHS-Appointed Directors. The Board of Directors shall appoint the MHS-Appointed Directors to the Urgent Care Committee. If at any time Middlesex Health System, Inc., no longer has the ability to solely appoint at least one director to the Corporation's Board of Directors, the Board of Directors shall appoint the Urgent Care Committee from among its Directors.

(c) Each Director appointed to the Urgent Care Committee shall serve in such

committee position until the earlier of such Director's resignation from the committee position, removal from the committee position in accordance with the Bylaws, or appointment of such director's successor to the committee in accordance with the Bylaws.

(d) The Bylaws of the Corporation may set forth additional terms and conditions with respect to the Urgent Care Committee; provided, however, that nothing set forth in the Bylaws may terminate, supercede, restrict or otherwise limit the provisions set forth in this Certificate of Incorporation.

8. Registered Agent. The registered agent of the Corporation is Vincent G. Capece, Jr., having a business address at 28 Crescent Street, Middletown, Connecticut 06457 and a residence address at 154 Smith Pond Road, Watertown, Connecticut 06795.

STATE OF CONNECTICUT
OFFICE OF THE SECRETARY OF THE STATE
28 HARTFORD

I hereby certify that this is a true copy of record
in this office.
In testimony whereof, I have hereunto set my hand
and affixed the Seal of said State at Hartford,
this _____ day of _____ A.D. 20____

SECRETARY OF THE STATE

STATE OF CONNECTICUT }
OFFICE OF THE SECRETARY OF THE STATE } SS. HARTFORD

I hereby certify that this is a true copy of record
in this Office.

In Testimony whereof, I have hereunto set my hand,
and affixed the Seal of said State, at Hartford,
this 20th day of AUGUST A.D. 2014



SECRETARY OF THE STATE

CERTIFICATE OF INCORPORATION (2003)

NONSTOCK CORPORATION
Office of the Secretary

FILING #0001691582 PG 01 OF 03 VOL B-00110
FILED 01/28/1997 03:31 PM PAGE 03515
SECRETARY OF THE STATE
CONNECTICUT SECRETARY OF THE STATE

30 Trinity Street / P.O. Box 150470 /

Space For Office Use Only

NAME OF CORPORATION:

MHS Primary Care, Inc.

The corporation is nonprofit and shall not have or issue shares of stock or make distributions.

PLACE A CHECK NEXT TO THE APPROPRIATE STATEMENT:

- A. The corporation shall not have members
- B. The corporation shall only have members which are not entitled to vote
- C. The corporation shall have one class of members.
- D. The corporation shall have multiple classes of members which classes are designated as follows:

See Continuation Sheet 2

(Please note: the manner of election and appointment of members along with their qualifications and rights may be set forth in this certificate or in the corporation's bylaws. Please see section 37 of P.A. 96-256)

APPOINTMENT OF REGISTERED AGENT

Name of agent:

Robert G. Kiely

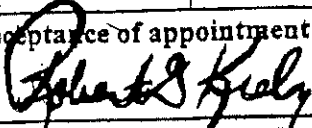
Business/initial registered office address:

28 Crescent Street
Middletown, CT 06457

Residence address:

34 Wildcat Springs Drive
Madison, CT 06443

Acceptance of appointment


Signature of agent

Space For Office Use Only

FILING #0001691582 PG 32 OF 03 VOL B-00110
FILED 01/28/1997 03:31 PM PAGE 03516
SECRETARY OF THE STATE
CONNECTICUT SECRETARY OF THE STATE

4. THE NATURE OF THE ACTIVITIES TO BE CONDUCTED OR THE PURPOSES TO BE PROMOTED BY THE CORPORATION:

See Continuation Sheet 2

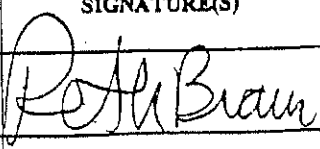
(Please reference an 8 1/2 X 11 attachment if additional space is required)

5. OTHER INFORMATION:

6. EXECUTION

Dated this 15th day of January, 19 97

Certificate must be signed by each incorporator.

PRINT OR TYPE NAME OF INCORPORATOR(S)	SIGNATURE(S)	COMPLETE ADDRESS(ES)
Peter Braun, Esq.		McDermott, Will and Emery 75 State Street, 17th Floor Boston, MA 02109

MHS PRIMAI
Certificate of Incorporation
Continuation Sheet 2

The Sole Member of the Corporation shall be Middlesex Health System, Inc., a Connecticut non-stock corporation. The Sole Member shall have the exclusive power to fix the number of, elect, remove, and fill vacancies among the Directors of the Corporation, and adopt, amend, repeal or otherwise take action with regard to the By-Laws of the Corporation. The Sole Member shall be entitled to vote on all matters on which members are required or permitted to vote by law, the Certificate of Incorporation or the By-Laws of the Corporation, including but not limited to: (adopting or implementing any annual or long-term capital or operating budget or other such strategic, business, or fiscal plan; authorizing the Corporation to engage in, or enter into, any transaction providing for the sale, mortgage or other disposition of all or substantially all of its assets; adopting a plan of merger or consolidation of the Corporation with another corporation; adopting a plan of dissolution, adopting a plan for distribution of the assets, or taking any other action related to dissolution of the Corporation; organizing or acquiring, or authorizing the organization or acquisition of, any subsidiary or affiliate of the Corporation; and amending, restating or otherwise taking action with regard to the Certificate of Incorporation of the Corporation.)

A Director may be removed by the Sole Member, either with or without cause, at a regular or special meeting called at least in part for that purpose; provided that removal of a Director who is a physician may occur only for "cause" as defined below. "Cause" for such removal shall be incapacity, conviction of a felony, inexcusable failure to attend at least 75% of the meetings of the Board of Directors and committees to which the Director is appointed in any twelve (12) month period, breach of fiduciary duty to the Corporation as defined by Connecticut law, or repeated actions which are not in the Corporation's best interests. Notice of the proposed removal must be given in the notice of the meeting.

Except as reserved to the Sole Member in the Certificate of Incorporation and the By-Laws, the management of the affairs of the Corporation shall be vested in the Board of Directors, who are expressly empowered to appoint and remove such other additional officers and agents as they may deem best in the administration and management of said Corporation, as provided in the By-Laws.

No current or former Director of the Corporation shall be personally liable to the Corporation or its Sole Member for monetary damages for or arising out of a breach of duty as a Director in an amount which exceeds any compensation received by the Director for serving the Corporation during the year of the violation, if such breach did not (i) involve a knowing and culpable violation of law by the Director, (ii) enable the Director or an associate, as defined in Section 33-480 of the Connecticut General Statutes, to receive an improper personal economic gain, (iii) show a lack of good faith and a conscious disregard for the duty of the Director to the Corporation under circumstances in which the Director was aware that his conduct or omission created an unjustifiable risk of serious injury to the Corporation or (iv) constitute a sustained and unexcused pattern of inattention that amounted to an abdication of the Director's duty to the Corporation.

STATE OF CONNECTICUT }
OFFICE OF THE SECRETARY OF THE STATE } SS. HARTFORD

I hereby certify that this is a true copy of record
in this Office.

In Testimony whereof, I have hereunto set my hand,
and affixed the Seal of said State, at Hartford,
this 31st day of January A.D. 1927

Walter S. Reynolds
SECRETARY OF THE STATE WT

CERTIFICATE OF AMENDMENT

NONSTOCK CORPORATION

Office of the Secretary of the State

30 Trinity Street / P.O. Box 150470 / Hartford, CT 06115-0470 /new/1-97

Space For Office

FILING #0001693351 PG 01 OF 03 VOL B-00111
FILED 02/03/1997 03:36 PM PAGE 03000
SECRETARY OF THE STATE
CONNECTICUT SECRETARY OF THE STATE

1. NAME OF CORPORATION:

MHS Primary Care, Inc.

2. THE CERTIFICATE OF INCORPORATION IS (check A., B. or C.):

A. AMENDED.

B. AMENDED AND RESTATED.

C. RESTATED.

3. TEXT OF EACH AMENDMENT / RESTATEMENT (include date on which each amendment was approved):

Please refer to Continuation Sheet 3 attached hereto.

(Please reference an 8 1/2 X 11 attachment if additional space is needed)

4. VOTE INFORMATION (check/complete A., B. or C.)

A. The resolution was approved by members who voted as follows:

Complete if no members were entitled to vote as a class

Number of votes cast in favor of the amendment	Number of votes cast against the amendment
1	0

Complete if members were entitled to vote as a class

Designation of each class of members entitled to vote separately	Number of votes cast in favor of the amendment	Number of votes cast against the amendment

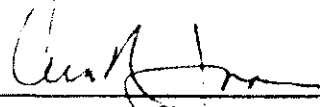
(Member votes in favor of adopting the amendment(s) provided above were sufficient for approval.)

B. The amendment was adopted by sufficient vote of the board of directors without member vote. No member vote was required for adoption.

C. The amendment was adopted by sufficient vote of the incorporators.

5. EXECUTION

Dated this 30th day of January, 19 97

Alan R. Jonas	Treasurer	
Print or type name of signatory	Capacity of signatory	Signature

MHS PRIMARY CARE, INC.

Certificate of Amendment
Continuation Sheet 3

The Directors shall serve staggered three-year terms as provided in the By-Laws. The Sole Member's otherwise exclusive power to elect and fill vacancies among the Directors shall be limited by and subject to the rights of the Employed Physicians to elect and fill vacancies among the Physician-Elected Directors, all as provided in the By-Laws. The Sole Member's otherwise exclusive power to amend the By-Laws shall be limited by and subject to the right of the Board of Directors to approve any amendment of the By-Laws which affects the rights of the Employed Physicians to elect and fill vacancies among the Physician-Elected Directors, as provided in the By-Laws. Any amendment of the Certificate of Incorporation which affects the rights of the Employed Physicians to elect and fill vacancies among the Physician-Elected Directors shall require the approval of the Board of Directors by a majority which includes the Physician-Elected Directors, along with the approval of the Sole Member.

CERTIFICATE OF CORRECTION

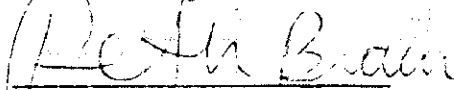
OF

MHS PRIMARY CARE, INC.

The Certificate of Incorporation of MHS Primary Care, Inc., a Connecticut Non-Stock Corporation (the "Corporation"), dated January 28, 1997, filing #0001691582, inadvertently did not include the first paragraph, due to a word processing error. The original Certificate of Incorporation is hereby corrected by replacing the previously filed Continuation Sheet 2 with the new Continuation Sheet 2 attached hereto.

Dated: August 13, 1997

MHS Primary Care, Inc.


Peter Braun, Esq.,
Incorporator

MHS PRIMA

Certificate of Incorporation
Continuation Sheet 2

The Corporation is organized: (a) to promote health by providing and/or arranging for the provision of healthcare services, including but not limited to contracting with payors and providers of such services, and operating or otherwise facilitating the operations of medical practices; and (b) to engage in any lawful act or activity for which non-stock corporations may be formed under the General Statutes of Connecticut.

The Sole Member of the Corporation shall be Middlesex Health System, Inc., a Connecticut non-stock corporation. The Sole Member shall have the exclusive power to fix the number of, elect, remove, and fill vacancies among the Directors of the Corporation, and adopt, amend, repeal or otherwise take action with regard to the By-Laws of the Corporation. The Sole Member shall be entitled to vote on all matters on which members are required or permitted to vote by law, the Certificate of Incorporation or the By-Laws of the Corporation, including but not limited to: adopting or implementing any annual or long-term capital or operating budget or other such strategic, business, or fiscal plan; authorizing the Corporation to engage in, or enter into, any transaction providing for the sale, mortgage or other disposition of all or substantially all of its assets; adopting a plan of merger or consolidation of the Corporation with another corporation; adopting a plan of dissolution; adopting a plan for distribution of the assets, or taking any other action related to dissolution of the Corporation; organizing or acquiring, or authorizing the organization or acquisition of, any subsidiary or affiliate of the Corporation; and amending, restating or otherwise taking action with regard to the Certificate of Incorporation of the Corporation.

A Director may be removed by the Sole Member, either with or without cause, at a regular or special meeting called at least in part for that purpose; provided that removal of a Director who is a physician may occur only for "cause" as defined below. "Cause" for such removal shall be incapacity, conviction of a felony, inexcusable failure to attend at least 75% of the meetings of the Board of Directors and committees to which the Director is appointed in any twelve (12) month period, breach of fiduciary duty to the Corporation as defined by Connecticut law, or repeated actions which are not in the Corporation's best interests. Notice of the proposed removal must be given in the notice of the meeting.

Except as reserved to the Sole Member in the Certificate of Incorporation and the By-Laws, the management of the affairs of the Corporation shall be vested in the Board of Directors, who are expressly empowered to appoint and remove such other additional officers and agents as they may deem best in the administration and management of said Corporation, as provided in the By-Laws.

No current or former Director of the Corporation shall be personally liable to the Corporation or its Sole Member for monetary damages for or arising out of a breach of duty as a Director in an amount which exceeds any compensation received by the Director for serving the Corporation during the year of the violation, if such breach did not (i) involve a knowing and culpable violation of law by the Director, (ii) enable the Director or an associate, as defined in Section 33-480 of the Connecticut General Statutes, to receive an improper personal economic gain, (iii) show a lack of good faith and a conscious disregard for the duty of the Director to the Corporation under circumstances in which the Director was aware that his conduct or omission created an unjustifiable risk of serious injury to the Corporation or (iv) constitute a sustained and unexcused pattern of inattention that amounted to an abdication of the Director's duty to the Corporation.

CERTIFICATE OF AMENDMENT

NONSTOCK CORPORATION

Office of the Secretary of the State

30 Trinity Street / P.O. Box 150470 / Hartford, CT 06115-0470 /new/1-97

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FILING #0001835399 PG 01 OF 04 VOL B-00188

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SECRETARY OF THE STATE
CONNECTICUT SECRETARY OF THE STATE

1. NAME OF CORPORATION:

MHS Primary Care, Inc.

2. THE CERTIFICATE OF INCORPORATION IS (check A., B. or C.):

A. AMENDED.

B. AMENDED AND RESTATED.

C. RESTATED.

3. TEXT OF EACH AMENDMENT / RESTATEMENT (include date on which each amendment was approved):

See Attachment A

(Please reference an 8 1/2 X 11 attachment if additional space is needed)

(CT. - NP 1322 - 1/1/97)

Space For Of

FILING #0001835399 PG 02 OF 04 VOL B-00188
FILED 04/30/1998 02:00 PM PAGE 02148
SECRETARY OF THE STATE
CONNECTICUT SECRETARY OF THE STATE

4. VOTE INFORMATION (check/complete A., B. or C.)

A. The resolution was approved by members who voted as follows:

Complete if no members were entitled to vote as a class

Number of votes cast in favor of the amendment	Number of votes cast against the amendment
1	0

Complete if members were entitled to vote as a class

Designation of each class of members entitled to vote separately	Number of votes cast in favor of the amendment	Number of votes cast against the amendment

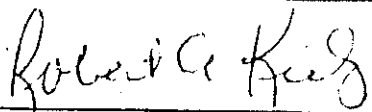
(Member votes in favor of adopting the amendment(s) provided above were sufficient for approval.)

B. The amendment was adopted by sufficient vote of the board of directors without member vote. No member vote was required for adoption.

C. The amendment was adopted by sufficient vote of the incorporators.

5. EXECUTION

Dated this 16th day of April, 19 98

Robert G. Kiely	Chairman	
Print or type name of signatory	Capacity of signatory	Signature

ATTACHMENT A

The Sole Corporate Member of MHS Primary Care, Inc. (the "Corporation") voted on March 25, 1998 to amend Continuation Sheet 2 of the Certificate of Incorporation of the Corporation to read as follows:

The Corporation is organized: (a) to promote health by providing and/or arranging for the provision of healthcare services, including but not limited to contracting with payors and providers of such services, and operating or otherwise facilitating the operations of medical practices; and (b) to engage in any lawful act or activity for which non-stock corporations may be formed under the General Statutes of Connecticut.

The Sole Corporate Member of the Corporation shall be Middlesex Health System, Inc., a Connecticut non-stock corporation. Except with respect to the right of certain persons to constitute a class of members for the limited purposes of having the rights to elect and fill vacancies among certain Directors of the Corporation and to approve amendments of the Certificate of Incorporation or By-Laws of the Corporation which affect such rights, all as more particularly described in the By-Laws of the Corporation from time to time, the Sole Corporate Member shall have the exclusive power to fix the number of, elect, remove, and fill vacancies among the Directors of the Corporation, and to adopt, amend, repeal or otherwise take action with regard to the By-Laws of the Corporation. Except as provided above, the Sole Corporate Member shall have the exclusive power to vote on all matters on which members are required or permitted to vote by law, the Certificate of Incorporation or the By-Laws of the Corporation, including but not limited to: adopting or implementing any annual or long-term capital or operating budget or other such strategic, business, or fiscal plan; authorizing the Corporation to engage in, or enter into, any transaction providing for the sale, mortgage or other disposition of all or substantially all of its assets; adopting a plan of merger or consolidation of the Corporation with another corporation; adopting a plan of dissolution, adopting a plan for distribution of the assets, or taking any other action related to dissolution of the Corporation; organizing or acquiring, or authorizing the organization or acquisition of, any subsidiary or affiliate of the Corporation; and amending, restating or otherwise taking action with regard to the Certificate of Incorporation of the Corporation.

A Director may be removed by the Sole Corporate Member, either with or without cause, at a regular or special meeting called at least in part for that purpose; provided that removal of a Director who is a physician may occur only for "cause" as defined below. "Cause" for such removal shall be incapacity, conviction of a felony, inexcusable failure to attend at least 75% of the meetings of the Board of Directors and committees to which the Director is appointed in any twelve (12) month period, breach of fiduciary duty to the Corporation as defined by Connecticut law, or repeated actions which are not in the Corporation's best interests. Notice of the proposed removal must be given in the notice of the meeting.

Except as reserved to the Sole Corporate Member in the Certificate of Incorporation and the By-Laws, the management of the affairs of the Corporation shall be vested in the Board of Directors, who are expressly empowered to appoint and remove such other additional officers.

ATTACHMENT A (Continued)

and agents as they may deem best in the administration and management of said Corporation, as provided in the By-Laws.

No current or former Director of the Corporation shall be personally liable to the Corporation or its Sole Corporate Member for monetary damages for or arising out of a breach of duty as a Director in an amount which exceeds any compensation received by the Director for serving the Corporation during the year of the violation, if such breach did not (i) involve a knowing and culpable violation of law by the Director, (ii) enable the Director or an associate, as defined in the Connecticut General Statutes, to receive an improper personal economic gain, (iii) show a lack of good faith and a conscious disregard for the duty of the Director to the Corporation under circumstances in which the Director was aware that his conduct or omission created an unjustifiable risk of serious injury to the Corporation or (iv) constitute a sustained and unexcused pattern of inattention that amounted to an abdication of the Director's duty to the Corporation.