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AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
MIDWEST PHYSICIAN GROUP LTD.

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FILED
JUL 21 2010
JESSE WHITE
SECRETARY OF STATE

AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
MIDWEST PHYSICIAN GROUP LTD.

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\$150.00

JK

Midwest Physician Group Ltd. (the "Corporation") was incorporated on June 25, 1982, under the Illinois Business Corporation Act of 1983, as amended, under the name Chicago Osteopathic Academic Medical Practice Plan, Ltd. The Articles of Amendment to the Articles of Incorporation was filed on May 19, 1993 amending the name to Midwest Physician Group Ltd.

The following Articles are hereby amended: Four, Five, Seven, Eight, Nine, Ten, and Eleven.

The Restated Articles of Incorporation be and the same hereby are amended and restated to read as follows:

ARTICLE ONE (RESTATED)

The name of the Corporation is Midwest Physician Group Ltd.

ARTICLE TWO (RESTATED)

The name and address of the registered agent and registered office are:

Registered Agent - Bridget M. Gibbons
Registered Office - 20110 Governors Highway
Olympia Fields, Illinois 60461 (Cook County)

ARTICLE THREE (RESTATED)

The duration of the Corporation is perpetual.

ARTICLE FOUR (AMENDED)

Article Four shall be deleted in its entirety and replaced as follows:

"The transaction of any or all lawful businesses for which corporations may be incorporated under the Illinois Business Corporation Act of 1983, as amended."

ARTICLE FIVE (AMENDED)

The amount of paid-in capital as of the date of this filing is \$1,084.00. Article Five shall be deleted in its entirety and replaced as follows:

"The total number of shares which the Corporation shall have authority to issue is One Thousand (1,000) shares, no par value per share, all of which shall be Common Stock."

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Prior to this Amended and Restated Articles of Incorporation being filed with the Office of the Illinois Secretary of State, the issued shares on record at the Office of the Illinois Secretary of State is as follows:

Class of Shares	Par Value	Number of Shares Issued
B Common Series 1	NPV	98
B Common Series 2	NPV	21
C Common Series 1	NPV	32
C Common Series 2	NPV	15
D Common Series 1	NPV	132
D Common Series 2	NPV	42

Upon the filing of this Amended and Restated Articles of Incorporation being filed with the Office of the Illinois Secretary of State, a conversion of all of the above-mentioned issued shares shall be as follows:

Ninety-eight shares of B Common Series 1, NPV, are exchanged for 98 shares of Common Shares, NPV.

Twenty-one shares of B Common Series 2, NPV, are exchanged for 21 shares of Common Shares, NPV.

Thirty-two shares of C Common Series 1, NPV, are exchanged for 32 shares of Common Shares, NPV.

Fifteen shares of C Common Series 2, NPV, are exchanged for 15 shares of Common Shares, NPV.

One Hundred thirty-two shares of D Common Series 1, NPV, are exchanged for 132 shares of Common Shares, NPV.

Forty-two shares of D Common Series 2, NPV, are exchanged for 42 shares of Common Shares, NPV.

The exchange results in the 340 of shares of Common Stock, NPV, being issued.

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ARTICLE SIX (RESTATED)

Deleted by Articles of Amendment filed February 13, 2002.

ARTICLE SEVEN (AMENDED)

Article Seven shall be deleted in its entirety and replaced as follows:

"No director of the Corporation shall be liable to the Corporation or its shareholders for monetary damages for breach of fiduciary duty as a director except for liability (a) for any breach of the director's duty of loyalty to the Corporation or its shareholders, (b) for acts or omissions not in good faith or that involve intentional misconduct of a knowing violation of law, (c) under Section 8.65 of the Illinois Business Corporation Act of 1983, as amended (805 ILCS 5/8.65 1992), or (d) for any transaction from which the director derived an improper personal benefit."

ARTICLE EIGHT (AMENDED)

Article Eight shall be deleted in its entirety and replaced as follows:

"The Corporation shall indemnify, to the fullest extent that it shall have power under applicable law to do so and in a manner permitted by such law, any person made or threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that he is or was a director or officer of the Corporation against liabilities and expenses reasonably incurred or paid by such person in connection with such action, suit or proceeding. The Corporation may indemnify, to the full extent that it shall have power under applicable law to do so and in a manner permitted by such law, any person made or threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, 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 or other enterprise against liabilities and expenses reasonably incurred or paid by such person in connection with such action, suit or proceeding. The words "liabilities" and "expenses" shall include, without limitation: liabilities, losses, damages, judgments, fines, penalties, amounts paid in settlement, expenses, attorneys' fees and costs. The indemnification and advancement of expenses provided by or granted pursuant to this Article shall not be deemed exclusive of any other rights to which any person indemnified or being advanced expenses may be entitled under any statute, by-law, agreement, vote of shareholders or disinterested directors or otherwise, both as to action in his official capacity and as to action in another capacity while holding such office, shall continue as to a person who has ceased to be such director, officer, employee or agent and shall inure to the benefit of the heirs, executors and administrators of such person.

The Corporation may purchase and maintain insurance on behalf of any person referred to in the preceding paragraph against any liability asserted against him and incurred by him in any such capacity, or arising out of his status as such, whether or

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not the Corporation would have the power to indemnify him against such liability under the provisions of this Article or otherwise.

For purposes of this Article, references to "the Corporation" shall include, in addition to the resulting corporation, any constituent corporation (including any constituent of a constituent) absorbed in a consolidation or merger which, if its separate existence had continued, would have had power and authority to indemnify its directors, officers, and employees or agents, so that any person who is or was a director, officer, employee or agent of such constituent corporation, or is or was serving at the request of such constituent corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, shall stand in the same position under the provisions of this Article with respect to the resulting or surviving corporation as he would have with respect to such constituent corporation if its separate existence had continued.

The provisions of this Article shall be deemed to be a contract between the Corporation and each director or officer who serves in any such capacity at any time while this Article and the relevant provisions of the Delaware Code or other applicable law, if any, are in effect, and any repeal or modification of any such law or of this Article shall not affect any rights or obligations then existing with respect to any state of facts then or theretofore existing or any action, suit or proceeding theretofore or thereafter brought or threatened based in whole or in part upon any such state of facts.

For purposes of this Article, references to "other enterprises" shall include employee benefit plans; references to "fine" shall include any excise taxes assessed on a person with respect to an employee benefit plan; and references to "serving at the request of the Corporation" shall include any service as a director, officer, employee or agent of the Corporation which imposes duties on, or involves services by, such director, officer, employee, or agent with respect to an employee benefit plan, its participants, or beneficiaries; and a person who acted in good faith and in a manner he reasonably believed to be in the best interest of the participants and beneficiaries of an employee benefit plan shall be deemed to have acted in a manner not opposed to the best interests of the Corporation."

ARTICLE NINE (AMENDED)

Article Nine shall be deleted in its entirety and replaced as follows:

"The Corporation reserves the right to amend, alter, change or repeal any provision contained in this Articles of Incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred upon shareholders herein are granted subject to this reservation."

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ARTICLE TEN (AMENDED)

Article Ten shall be deleted in its entirety and replaced as follows:

“No holder of any class of shares of the Corporation shall have any cumulative voting rights in the election of directors or in any other circumstances.

No shareholder of the Corporation shall have any preemptive right to purchase, subscribe for or otherwise acquire any additional issue of any class of shares of the Corporation, or any securities of the Corporation convertible into such shares whether now or hereafter authorized, and whether issued for cash or other consideration, or by way of dividend.”

ARTICLE ELEVEN (AMENDED)

Article Eleven shall be deleted in its entirety and replaced as follows:

“In furtherance and not in limitation of the powers conferred by statute, the Board of Directors of the Corporation are expressly authorized to make, alter or repeal the Bylaws of the Corporation.”

These Amended and Restated Articles of Incorporation were adopted on June 30, 2009 by the shareholders, in accordance with Sections 10.20 and 7.10, a resolution of the board of directors of the Corporation having been duly adopted and submitted to the shareholders. A consent in writing has been signed by all the shareholders entitled to vote on this amendment.

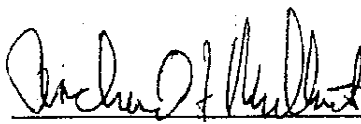
[SIGNATURE PAGE AS FOLLOWS]

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The undersigned corporation has caused these articles to be signed by a duly authorized officer who affirms, under penalties of perjury, that the facts stated herein are true and correct.

Dated as of July 1, 2009.

MIDWEST PHYSICIAN GROUP LTD.

By: 
Richard Multack, D.O.
President

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