Certificate of Need Application Form
Version 12.2012

Name of Applicant	Pentec Health, Inc.
Title of Application	Application for Certificate of Need for Establishment of a Home Nursing Care Agency
Date of Submission	January 9, 2013
Type of review	_____ Regular Review _____ Accelerated Review (provide letter from the state agency) __X__ Expeditious Review (complete Appendix A)
Tax Status of Applicant	_____ Non-Profit __X__ For-Profit

Pursuant to Chapter 15, Title 23 of The General Laws of Rhode Island, 1956, as amended, and Rules and Regulations for Determination of Need for New Health Care Equipment and New Institutional Health Services (R23-15- CON).

All questions concerning this application should be directed to the Office of Health Systems Development at (401) 222-2788.

Please have the appropriate individual attest to the following:
"I hereby certify that the information contained in this application is complete, accurate and true."

_____
signed and dated by the President or Chief Executive Officer

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PROJECT DESCRIPTION AND CONTACT INFORMATION

1.) Please provide below an Executive Summary of the proposal.

Proposed Services:

Pentec Health, Inc. ("Pentec") is aware of at least five (5) Rhode Island residents who presently have implanted intrathecal pumps and who must travel out of their homes, to the offices of their Massachusetts physicians, in order to receive necessary medication refills, pump calibration and clinical monitoring ("Intrathecal Services"). At least one of these patients must travel by ambulance. All of these patients are very chronically ill and their travel is both difficult and expensive. Intrathecal Services are not provided in the home by any other Rhode Island health care provider. In order to serve these patients, and others, in their homes, Pentec proposes to establish a specialized Home Nursing Care Provider ("HNCP") to provide Intrathecal Services in the home, anywhere in Rhode Island, under physician-ordered plans of care regardless of patients' ability to pay.

Intrathecal Pump Therapy:

An intrathecal pump is an expensive, technologically complex medical device that is surgically implanted and delivers highly-concentrated medication through a catheter directly into the intrathecal space surrounding the spinal cord. Doctors specializing in pain management or spasticity implant these devices in patients for whom all other pain treatments have failed. Patients with intrathecal pumps have conditions such as chronic pain or spasticity of various origins, advanced MS, cerebral palsy, spinal cord or brain injury, head trauma, paralysis, stroke and severe acute pain secondary to cancer. The symptom relief and quality of life provided by this type of drug delivery can be significant, but this treatment is not without risks. Pump malfunctions, drug compounding or reprogramming errors along with heightened risk of infection and refill procedural errors are constant risk areas that are inherent in this area of medicine. The patients must be selected carefully by physicians trained in interventional pain or spasticity management. Once the device is implanted (a procedure in which Pentec has no involvement), these patients require highly-specialized health services for the management, refill and nursing care associated with intrathecal pumps. Pentec is a national provider of home-based Intrathecal Services, accredited by The Joint Commission, with the experience, resources and expertise to deliver this service in a high-quality, cost-effective manner.

Requirements for Care of Intrathecal Pump Patients:

Effective care of intrathecal pump patients requires the ability to refill medications by injecting them through the skin into a small membrane in the pump. This requires both a pharmacy license (which Pentec already has) and the ability to administer medications, which requires specialized nursing services. Pentec owns and operates a closed-door

specialty pharmacy to serve only its own patients to fulfill their prescriptive needs. The pharmacy staff is specially trained in the preparation of intrathecal medication and required packaging and delivery systems. Pentec is already licensed in Rhode Island as a Non-Resident Pharmacy (License No. PHN09809). Pentec now proposes to provide the necessary home nursing services in Rhode Island with registered nurses licensed by the Rhode Island Board of Nursing. To ensure that Pentec's nurses have and maintain the specialized skills required to administer patients' medications and monitor operation of the delivery system, Pentec has instituted a rigorous in-house program of classroom instruction, field training and proficiency evaluation. All Pentec nurses must successfully complete this program and maintain the required level of proficiency. As the national leader in providing intrathecal pump nursing services, Pentec firmly believes that only through its rigorous training and quality control systems can these services be provided safely. Regular home health nurses do not have the training to serve patients with intrathecal pumps.

Pentec's nursing team would be on call to serve patients located anywhere in Rhode Island, 24 hours a day, 7 days a week, regardless of ability to pay. Patients will be able to reach their nurse provider via a toll-free number, and calls made outside of office hours will be forwarded directly to Pentec's central call center, which in turn will contact the appropriate team member.

The five (5) Rhode Island patients mentioned at the beginning of this response have all chosen Boston area physicians to manage the patients' care. To give the Health Services Council a sense of the clinical severity of the intrathecal pump patients Pentec serves, we are providing de-identified clinical descriptions of these 5 patients:

1. **58-year old female with advanced multiple sclerosis, homebound for over 2 years, lives with daughter.**

2. **74-year old male with lung cancer, complex three-drug regimen in pump, refilled every 33 days with frequent adjustments between refills, ambulatory but with history of falls, does not drive, lives with wife.**

3. **43-year old female with severe chronic/acute pancreatitis, two-drug regimen in pump, refilled every 14 days, ambulatory, lives with husband and children.**

4. **81-year old female with severe osteoporosis/neuropathy, complex three-drug regimen in pump, refilled every 90 days with adjustments between refills, needs ambulance to leave home, ambulates slowly with walker, high fall risk, lives alone.**

5. **49-year old female with multiple sclerosis, low back and lower extremity pain, complex three-drug regimen, refilled every 38 days, wheelchair-bound, lives with husband and children.**

In-Home Delivery of Proposed Services:

Pentec's in-home patient care model permits a complex patient population to receive treatment that is not otherwise available in the home in Rhode Island. Pentec delivers services in patients' homes because this delivery model improves access to a service in a manner that is more cost-effective than the alternative, which requires patients to make expensive and risky travel arrangements to a physician's office or a hospital for medication refills and pump maintenance. Delivering Intrathecal Services in the home also eliminates the risk that barriers to travel will result in missed appointments, missed medications and the often resultant need to be treated in a hospital emergency department. It also enables physicians to offer this type of drug delivery to patients that may have been deemed too difficult to manage because of their condition or proximity to the physician's practice.

Distinction Between Proposed Services and Traditional HNCP Services:

Pentec proposes to serve only patients with intrathecal pumps, and is willing to limit the scope of its authorization accordingly. No other patients, such as those who receive medications intravenously, through an epidural, or subcutaneously, would be served by Pentec. Moreover, Pentec would not provide any skilled nursing or therapy services that are covered under the Medicare or Medicaid home health benefit, which requires that the patient be confined to the home. In contrast, intrathecal pump therapy permits many patients to have greater independence and increased mobility, and often enables them to return to work and perform nearly-normal daily activities – abilities that would make these patients ineligible for the Medicare or Medicaid home health benefit.

Reimbursement for Proposed Services:

Pentec follows NHIA Coding Standards and as such, bills insurance plans for a nursing visit, the drugs dispensed and a daily per diem rate to cover the otherwise non-billable services necessary to render this type of care. Fee-for-service Medicare and Medicaid only cover the drugs dispensed and do not cover the services necessary to administer them or manage the patient's condition. However, Pentec accepts traditional fee-for-service Medicare and Medicaid patients on a limited, compassionate care basis.

Rhode Island Office:

Pentec has entered into a lease of office space at 10 Dorrance Street, Suite 700, in Providence, Rhode Island. This office would serve primarily as a location for surveys and similar meetings and as a repository for copies of Pentec's policies and procedures and its Rhode Island personnel files. It would serve as the office for the entire state. No patients would be treated in the office. Because Pentec operates as a mobile service, in which its primary care nursing team is available to visit patients in their places of residence 24 hours a day, 7 days a week; all calls are handled through a centralized call center; and all medical records are electronic and accessible remotely, Pentec expects that the office would see minimal use. Pentec's home office is open Monday-Friday, 8:00

AM to 5:00 PM; and its Rhode Island Administrator will be reachable 24 hours a day, 7 days a week.

Accreditation:

Pentec is presently accredited by The Joint Commission under its Home Care Accreditation Program. Pentec's date of accreditation is April 9, 2011. A copy of Pentec's accreditation certificate and letter is attached at Tab 1-A.

Administrator:

Pentec intends to appoint Kellyann G. Florentino, R.N. as its Rhode Island administrator. Ms. Florentino is licensed to practice nursing in Rhode Island; her R.N. license number is 41029 and her license is valid through March 1, 2014. Ms. Florentino is presently employed by Pentec as a Primary Care Nurse and Nurse Preceptor, and is experienced in the management of home health operations relating to Intrathecal Services. A copy of her resume is attached at Tab 1-B.

Because the proposed HNCP will initially focus its efforts on treatment of a small number of Rhode Island residents with intrathecal pumps, it would be an unnecessary hardship, without any public health benefit, to engage a full-time administrator. Pentec requests (or will request in its application for licensure as a Home Nursing Care Provider) a variance under Part VI of the Department's Rules & Regulations for Licensing of Home Nursing Care Providers to permit the Administrator to work on a part-time basis. This proposal is reflected in the FTE figures reported in the answer to Question 16 and the personnel expenses reported in the answer to Question 18, below.

2.)

Capital Cost	**$2,033.00**	From responses to Questions 10 and 11
Operating Cost	**$95,420.00**	For the first full year after implementation, from response to Question 18
Date of Proposal Implementation	**July / 2013**	Month and year

3.) Please provide the following information:

Information of the applicant:

Name:	**Pentec Health, Inc.**	Telephone #:	**800-223-4376** **484-480-2251**
Address:	**4 Creek Parkway, Suite A,** **Boothwyn, Pennsylvania**	Zip Code:	**19061**

Information of the facility (if different from applicant):

Name:	**Pentec Health, Inc.**	Telephone #:	**800-223-4376**
Address:	**10 Dorrance Street, Suite 700** **Providence, Rhode Island**	Zip Code:	**02903**

Information of the Chief Executive Officer:

Name:	**Joseph C. Cosgrove**	Telephone #:	**610-494-8700**
Address:	**Pentec Health, Inc.** **4 Creek Parkway, Suite A** **Boothwyn, Pennsylvania**	Zip Code:	**19061**
E-Mail:	**jcosgrove@pentechealth.com**	Fax #:	**484-480-2254**

Information for the person to contact regarding this proposal:

Name:	**Michael Abens**	Telephone #:	**484-480-2257**
Address:	**Pentec Health, Inc.** **4 Creek Parkway, Suite A** **Boothwyn, Pennsylvania**	Zip Code:	**19061**
E-Mail:	**mabens@pentechealth.com**	Fax #:	**484-480-2254**

4.) Select the category that best describes the facility named in Question 3.

[ ] Freestanding ambulatory surgical center
[ ] Home Care Provider
[X] Home Nursing Care Provider
[ ] Hospital
[ ] Hospice Provider
[ ] Inpatient rehabilitation center (including drug/alcohol treatment centers)
[ ] Multi-practice physician ambulatory surgery center
[ ] Multi-practice podiatry ambulatory surgery center
[ ] Nursing facility
[ ] Other (specify): _____

5.) Please select each and every category that describes this proposal.

A. _X_ construction, development or establishment of a new healthcare facility;
B. ___ capital expenditure for:
   1. ___ health care equipment in excess of $2,596,709;
   2. ___ construction or renovation of a health care facility in excess of $5,453,089;
   3. ___ an acquisition by or on behalf of a health care facility or HMO by lease or donation;
   4. ___ acquisition of an existing health care facility, if the services or the bed capacity of the facility will be changed;
C. ___ any capital expenditure which results in an increase in bed capacity of a hospital and inpatient rehabilitation centers (including drug and/or alcohol abuse treatment centers);
D. ___ any capital expenditure which results in an increase in bed capacity of a nursing facility in excess of 10 beds or 10% of facility's licensed bed capacity, which ever is greater, and for which the related capital expenditures do not exceed $2,000,000;
E. ___ the offering of a new health service with annualized costs in excess of $1,558,025;
F. ___ predevelopment activities not part of a proposal, but which cost in excess of $5,453,089;
G. ___ establishment of an additional inpatient premise of an existing inpatient health care facility;
H. ___ tertiary or specialty care services: full body MRI, CT, cardiac catheterization, positron emission tomography, linear accelerators, open heart surgery, organ transplantation, and neonatal intensive care services. Or, expansion of an existing tertiary or specialty care service involving capital and/or operating expenses for additional equipment or facilities.

HEALTH PLANNING AND PUBLIC NEED

6.) Please discuss the relationship of this proposal to any state health plans that may have been formulated by the state agency, including the Health Care Planning and Accountability Advisory Council, and any state plans for categorically defined programs. In your response, please identify all such priorities and how the proposal supports these priorities.

On the basis of our review of publications of the Rhode Island Department of Health, including the Health Care Planning and Accountability Agency (e.g., *Coordinated Health Planning in Rhode Island*, Rhode Island Dept. of Health, March 30, 2007; *Certificate of Need: Past, Present and Future*, Rhode Island Dept. of Health, Sept. 10, 2012) there is no applicable state health plan.

7.) On a separate sheet of paper, please discuss the proposal and present the demonstration of the public need for this proposal. Description of the public need must include at least the following elements:

A. Please identify the documented availability and accessibility problems, if any, of all existing facilities, equipments and services available in the state similar to the one proposed herein:

Name of Facility/Service Provider	List similar type of Service/Equipment	Documented Availability Problems (Y/N)	Documented Accessibility Problems (Y/N)	Distance from Applicant (in miles)
G. Rees Cosgrove, Rhode Island Hospital	**Provides treatment of intrathecal pump patients in the office.**	**No.**	**Yes.**	**<10**
Mason Gasper, Memorial Hospital	**Provides treatment of intrathecal pump patients in the office.**	**No.**	**Yes.**	**<10**
Karen Kerman, Hasbro Children's Hospital	**Provides treatment of intrathecal pump patients in the office.**	**No.**	**Yes.**	**<10**

There are presently no licensed Home Nursing Care Agencies or other licensed providers in Rhode Island that provide home-based Intrathecal Services to patients. The physicians listed above do provide in-office Intrathecal Services to their own patients, but they would not provide Intrathecal Services for patients who are medically managed by other physicians. As a result, for at least the five (5) Rhode Island residents of which Pentec is aware, there is no provider of the same or similar services available to them in Rhode Island.

Pentec is aware of some Rhode Islanders' unmet needs because Pentec already operates a licensed home health agency in Massachusetts. We therefore have a number of Massachusetts physicians who refer to us. These physicians medically manage at least five (5) Rhode Island patients and have referred those patients to Pentec for home-based Intrathecal Services, however Pentec requires a Home Nursing Care Provider license to provide such services in Rhode Island.

When Pentec became aware of these patients' needs, first Pentec, and then the Department, tried to find a Rhode Island licensed provider who could serve these patients in their homes. However neither Pentec nor the Department was able to identify even one provider of the required services. Also, since the Rhode Island doctors who have patients on intrathecal pumps will not provide medication refill and calibration services to another doctor's patients, the Rhode Island patients with Massachusetts doctors are forced to travel long distances, to their Massachusetts doctors' offices, to receive medications and pump calibrations. Pentec also believes that over time, Rhode Island doctors with intrathecal pump patients may also want some of these patients to receive Intrathecal Services in the home.

On the basis of information provided to Pentec by the leading manufacturer of intrathecal pumps, Medtronic, only the three (3) Rhode Island physicians listed in the table above currently practice in this specialized area of medicine and are capable of providing the necessary services to intrathecal pump patients in the office or in another medical facility. However, Pentec is aware from discussions with these providers that they do not provide services in the patients' places of residence, and that patients are required to travel for periodic pump refills and calibration. This creates the accessibility problem discussed above, along with the previously mentioned risk that barriers to travel will result in missed appointments, missed medications and a resultant need to be expensively treated in a hospital emergency department.

For some intrathecal pump patients who are ambulatory, travel to a Rhode Island (or Massachusetts) physician for treatment may be feasible, but burdensome. However, for those who are not ambulatory, a greater accessibility problem exists. Pentec has spoken with Dr. Edgar Ross from Brigham & Women's Hospital, Dr. Harry Webster from Tufts Medical Center, Dr. Shenandoah Robinson from Boston Children's Hospital, and Dr. Jay Rosenfeld from Spaulding Rehabilitation Hospital regarding their Rhode Island patients. One of the doctors indicated that he has a patient who is ambulanced to his office every 14 days for pump refills. While this solution may address the accessibility problem, it does so at a tremendous excess cost to the healthcare system and unnecessary risk to the patient.

The specialized and high risk nature of providing home based Intrathecal Services, and the fact that these services are not covered by traditional, fee-for-service Medicare, means that most home health agencies nationally, and all of them in Rhode Island, have chosen not to serve this population.

Pentec notes that to be effective, care of intrathecal pump patients requires both the ability to fill complex prescriptions (which requires a pharmacy license) and the ability to administer medications (which requires specialized nursing services). Pharmacy staff members need to be properly trained in the preparation of intrathecal medications and the required packaging and delivery systems utilized, and the medication compounding must be performed in an absolutely clean, controlled environment. Nursing staff must be specially trained to ensure that they have and maintain the specialized skills required to administer patients' medications and monitor operation of the delivery system, which requires a rigorous program of classroom instruction, field training and ongoing proficiency evaluation by practitioners with expertise in treatment of intrathecal pump patients. In view of the necessary integration of the pharmacy and skilled nursing functions, the high level of specialized training needed to implement and maintain the necessary skilled nursing service, and the lack of Medicare reimbursement, Pentec believes that existing home care providers in Rhode Island are not now able to serve this population.

B. Please discuss the extent to which the proposed service or equipment, if implemented, will not result in any unnecessary duplication of similar existing services or equipment, including those identified in (A) above.

Because there are presently no other Rhode Island licensed providers of Intrathecal Services to serve patients with Massachusetts physicians, there is no possibility that the proposed Home Nursing Care Agency will result in an unnecessary duplication of services. On the contrary, establishment of the Home Nursing Care Agency will fill an existing healthcare gap in Rhode Island.

Pentec's licensing will not unnecessarily duplicate existing services because the doctor's offices that presently care for patients with intrathecal pumps will continue to do so if Pentec is licensed. Pentec expects to only get referrals from these physicians for those of their intrathecal pump patients who the doctors believe would benefit from receiving Intrathecal Services in the home.

C. Please identify the cities and towns that comprise the primary and secondary service area of the facility. Identify the size of the population to be served by this proposal and (if applicable) the projected changes in the size of this population.

The service area of the proposed Home Nursing Care Agency would include all 5 counties and all 39 cities and towns in Rhode Island. Its primary service area would include Providence, East Providence, Pawtucket, North Providence, Cranston, Warwick, West Warwick, Central Falls and Woonsocket. Its secondary service area would include all other cities and towns in the state. However, the designation of primary and secondary service areas is a reflection of population density, and would have no impact on Pentec's patient treatment decisions. Pentec employs teams of highly mobile and specially-trained registered nurses to treat patients in their places of residence wherever they are located. As such, the proposed Home Nursing Care Agency would be available to serve the entire population of patients with implanted intrathecal pumps. We

estimate the size of the implanted pump population to be approximately 425 persons, but not all of them would be appropriate candidates for in-home care. That decision rests solely with the referring physician and the patient. The overall size of the population is relatively flat due to the attrition rate being very close to the new implant rate. Growth would not be expected to be more than 5% per annum.

The estimate of 425 potential patients comes from intelligence gained from Medtronic, the manufacturer of the primary intrathecal pump in use currently. This population is made up of approximately 325 pain patients and 100 spasticity patients. It is further estimated that Dr. Cosgrove has 300, Dr. Kerman has 50, Dr. Gasper has 25 and the remaining 50 are cared for by Massachusetts-based physicians.

The referral patterns vary greatly from physician to physician but it is unusual for a practice that refers to Pentec to refer fewer than 10% of their patients to us for in-home Intrathecal Services.

D. Please identify the health needs of the population in (C) relative to this proposal.

In most cases, patients with intrathecal pumps have been unable to obtain relief through traditional means of treatment for conditions that include chronic pain or spasticity of various origins, advanced multiple sclerosis, cerebral palsy, spinal cord or brain injury, head trauma, paralysis, stroke and severe acute pain secondary to cancer. The needs of this patient population that would be served by the proposed HCNA involve primarily the management, refilling, reprogramming and nursing care associated with intrathecal pumps and the conditions treated. Proper maintenance of the pump is essential due to heightened risk of infection and the consequences of pump malfunction. Once the pump is implanted, medication is administered continually into the spine, so the pump must be refilled with the prescribed medication(s) and reprogrammed regularly. The pump refill requirement is a life-long consequence of this type of treatment and will affect patients differently based upon individual factors such as the patient's degree of ambulation and pain/spasticity level, the necessary concentration of the drugs in the pump, and the refill interval. Typically, patients need to have their pumps refilled and reprogrammed on a monthly basis. However, in some cases, the refill interval can be as short as 10 days or as long as 4 months. Because intrathecal drugs are highly concentrated and do not enter the patient's bloodstream, the side effects inherent with high-dose oral or IV narcotics and oral baclofen are greatly reduced. However, precise dosing is vital and must be carefully monitored.

E. Please identify utilization data for the past three years (if existing service) and as projected through the next three years, after implementation, for each separate area of service affected by this proposal. Please identify the units of service used.

Actual (last 3 years)	FY____	FY____	FY____
Hours of Operation	None	None	None
Utilization (#)	None	None	None
Throughput Possible (#)	None	None	None
Utilization Rate (%)	None	None	None

Projected	FY 2014	FY 2015	FY 2016
Hours of Operation	24 / 7	24 / 7	24 / 7
Utilization (#)	6	10	14
Throughput Possible (#)	unlimited	unlimited	unlimited
Utilization Rate (%)	100%	100%	100%

F. Please identify what portion of the need for the services proposed in this project is not currently being satisfied, and what portion of that unmet need would be satisfied by approval and implementation of this proposal.

The Massachusetts doctors who are presently providing Rhode Island patients with Intrathecal Services have all previously ordered home-based Intrathecal Services as being medically necessary for these patients. Those services are not now available in any form in Rhode Island. If the Applicant were granted a license to provide home-based Intrathecal Services in Rhode Island, Pentec would meet 100% of the need known today and would expect to expand slowly as the other Rhode Island doctors become aware of the availability of home-based Intrathecal Services for their patients whose mobility is challenged.

The Rhode Island doctors who provide similar services would not be an alternative for patients unless the patients switched their entire medical management from the Boston area physicians to the Rhode Island ones.

G. Please identify and evaluate alternative proposals to satisfy the unmet need identified in (F) above, including developing a collaborative approach with existing providers of similar services.

Because there are no providers of home-based Intrathecal Services in Rhode Island, the only alternatives for the identified patients are to either: (i) continue to travel to their Boston–area physicians; or (ii) switch their entire medical care to a Rhode Island based physician.

Option (i) is unsatisfactory from a public health perspective because it is expensive, inconvenient and increases the risk that barriers to travel will result in missed appointments, missed medications and the often resultant need to be treated in a hospital emergency department.

Option (ii) is unsatisfactory for at least two reasons. First, the available physicians may not specialize in the particular problems experienced by the patient (for example Dr. Kerman is a pediatrician) and because patients generally deserve to be treated by the physician of their choice.

Because of the very specialized nature of the pharmacy and nursing services provided and the risks associated with intrathecal drug delivery, collaboration with traditional HNCPs is also not a feasible option. Provision of appropriate services to the medically complex patients that have intrathecal pumps requires a provider to have both the ability to refill patients' medications, which requires a pharmacy license, and the ability to administer the medications, which requires specialized skilled nursing services that Rhode Island's home care agencies lack presently or have chosen not to offer.

H. Please provide a justification for the instant proposal and the scope thereof as opposed to the alternative proposals identified in (G) above.

For the reasons stated in Section 7.G above, Pentec believes there are no satisfactory alternatives to Pentec's proposal to provide these services itself, via a Home Nursing Care Provider license.

Pentec also believes its proposal to provide this service directly will maximize quality, while actually reducing cost. Quality will be maximized because Pentec's nurses have undergone rigorous classroom and field training. Its nurses are not only specially-trained through Pentec's own training institute, but are also on call 24 hours a day, 7 days a week to provide prompt, effective patient care if and when the need arises. Errors in the pump's function, programming or catheter, or the patient's inability or failure to access appropriate care, can lead to the pump running dry, which is a life-threatening condition in most cases that cannot be allowed to happen. Moreover, in contrast to traditional home health care, the nursing and pharmacy components both must be in place to effectively manage the care of intrathecal pump patients. For these reasons, collaboration with a traditional HNCP would not be a feasible alternative.

Cost will be reduced because unnecessary transportation expenses will be eliminated, home nursing care providers are generally paid less for providing Intrathecal Services than are doctors or hospitals, and intrathecal pump patients will require fewer visits to hospital emergency departments.

HEALTH DISPARITIES AND CHARITY CARE

8.) The RI Department of Health defines health disparities as inequalities in health status, disease incidence, disease prevalence, morbidity, or mortality rates between populations as impacted by access to services, quality of services, and environmental triggers. Disparately affected populations may be described by race & ethnicity, age, disability status, level of education, gender, geographic location, income, or sexual orientation.

A. Please describe all health disparities in the applicant's service area. Provide all appropriate documentation to substantiate your response including any assessments and data that describe the health disparities.

The proposed HNCP would serve a very limited but complex patient population that, because of its small size, cannot be easily categorized using the descriptions provided above. However, we note that there are presently no licensed providers of the proposed services in Rhode Island, which means that affected patients are forced to travel, in some cases out of state, to their physicians' offices or other healthcare facilities for treatment. This travel requirement would tend to place more of a burden on patients in non-urban or non-metropolitan areas that may lack physicians who treat intrathecal pump patients or public transportation infrastructure enabling such patients to travel to a distant provider.

B. Discuss the impact of the proposal on reducing and/or eliminating health disparities in the applicant's service area.

Because the proposed services will be limited solely to the treatment of patients with implanted intrathecal pumps in their places of residence, any disparities caused by location (e.g., lack of providers able to treat this patient population or lack of public transportation infrastructure permitting patients to travel for treatment) would be eliminated by the proposed services.

9.) Please provide a copy of the applicant's charity care policies and procedures and charity care application form.

A copy of Pentec's *Compassionate Care Policy* is attached to this application at Tab 9-A. A copy of its *No Insurance Coverage Policy* is attached to this application at Tab 9-B. A copy of its Financial Application for compassionate or charity care patients is attached to this application at Tab 9-C.

Pentec's policy and practice is to provide services to patients regardless of their ability to pay. A copy of Pentec's income qualification guidelines for compassionate care patients is attached to this application at Tab 9-D.

Pentec anticipates no difficulty in complying with the requirement of Section 5.1 of the HNCP Rules and Regulations that charity care valued at 1% of annual cost be provided.

Pentec's annual budgeting process assumes that 25% of its patients will be treated pursuant to its *Compassionate Care Policy*.

Pentec understands the Health Services Council's rationale for requiring general home infusion therapy providers to enter into agreements with tax-exempt community health centers. However such an agreement would not be appropriate in relation to this Application since the patients Pentec will serve are never managed medically by community health center physicians due to the complexity of the patient's medical needs and the surgical nature of the implementation procedure.

FINANCIAL ANALYSIS

10.) A) Please itemize the capital costs of this proposal. Present all amounts in thousands (e.g., $112,527=$113). If the proposal is going to be implemented in phases, identify capital costs by each phase.

CAPITAL EXPENDITURES		
	Amount	**Percent of Total**
Survey/Studies	$0	0%
Fees/Permits	$0	0%
Architect	$0	0%
"Soft" Construction Costs	$0	0%
Site Preparation	$0	0%
Demolition	$0	0%
Renovation	$0	0%
New Construction	$0	0%
Contingency	$0	0%
"Hard" Construction Costs	$0	0%
Furnishings	$1	50%
Movable Equipment (IT)	$1	50%
Fixed Equipment	$0	0%
"Equipment" Costs	$2	100%
Capitalized Interest	$0	0%
Bond Costs/Insurance	$0	0%
Debt Services Reserve[1]	$0	0%
Accounting/Legal	$0	0%
Financing Fees	$0	0%
"Financing" Costs	$0	0%
Land	$0	0%
Other (specify _____)	$0	0%
"Other" Costs	$0	0%
TOTAL CAPITAL COSTS	**$2**	**100%**

[1] Should not exceed the first full year's annual debt payment.

B.) Please provide a detailed description of how the contingency cost in (A) above was determined.

Not applicable to this proposal.

C.) Given the above projection of the total capital expenditure of the proposal, please provide an analysis of this proposed cost. This analysis must address the following considerations:

i. The financial plan for acquiring the necessary funds for all capital and operating expenses and income associated with the full implementation of this proposal, for the period of 6 months prior to, during and for three (3) years after this proposal is fully implemented, assuming approval.

Total projected capital cost to implement the proposed HNCP is $2,033, which is comprised primarily of information technology costs. Because the proposed HNCP will be a mobile service in which Pentec's nurses travel to patients' places of residence, the capital costs associated with implementation of this proposal are minimal. All of the capital costs will be funded by Pentec internally, through use of cash flow from ongoing operations.

For the first full year of operations (FY 2014), Pentec projects total revenue of $98,061 and total operating expenses of $95,420. For the second full year of operations (FY 2015), Pentec projects total revenue of $146,013 and total operating expenses of $141,349. For the third full year of operations (FY 2016), Pentec projects total revenue of $223,151 and total operating expenses of $203,495. Pentec expects that all operating expenses will be financed by cash flow from operations in Rhode Island. However, to the extent that any shortfall arises, such expenses will be financed by use of cash flow from other ongoing operations.

ii. The relationship of the cost of this proposal to the total value of your facility's physical plant, equipment and health care services for capital and operating costs.

As of December 31, 2011, the book value of Pentec's total property, plant and equipment, less accumulated depreciation, was $2.756 million; the book value of its total assets, less accumulated depreciation and amortization, was $67.547 million. For the year ended December 31, 2011, Pentec had total revenue of $61.929 million. Therefore, the proposed HNCP represents a very small percentage of Pentec's overall operations.

iii. A forecast for inflation of the estimated total capital cost of the proposal for the time period between initial submission of the application and full implementation of the proposal, assuming approval, including an assessment of how such inflation would impact the implementation of this proposal.

Assuming an annual inflation rate of 2.5% and a projected implementation time of 6 months, the projected capital cost of the proposed HNCP could increase by

1.25%, or $25. Because of the minimal capital cost of this proposal, the effect of inflation would be negligible.

11.) Please indicate the financing mix for the capital cost of this proposal. **NOTE:** the Health Services Council's policy requires a minimum 20% equity investment in CON projects (33% equity minimum for equipment-related proposals).

Source	Amount	Percent	Interest Rate	Terms (Yrs.)	List source(s) of funds (and amount if multiple sources)
Equity*	$2	100%			**Pentec Health, Inc. internally-generated funds**
Debt**	$0	0%	%		
Lease**	$0	0%	%		
TOTAL	**$2**	**100%**			

* Equity means non-debt funds contributed towards the capital cost of an acquisition or project which are free and clear of any repayment obligation or liens against assets, and that result in a like reduction in the portion of the capital cost that is required to be financed or mortgaged (R23-15-CON).

** If debt and/or lease financing is indicated, please complete **Appendix F**.

12.) Will a fundraising drive be conducted to help finance this approval? Yes ___ No _**X**_

13.) Has a feasibility study been conducted of fundraising potential? Yes ___ No _**X**_

- If the response to Question 13 is 'Yes', please provide a copy of the feasibility study.

14.) Will the applicant apply for state and/or federal capital funding? Yes ___ No _**X**_

- If the response to Question 14 is 'Yes', please provide the source: _____, amount: _____, and the expected date of receipt of those monies: _____.

15.) Please calculate the yearly amount of depreciation and amortization to be expensed.

Depreciation/Amortization Schedule - Straight Line Method					
		Equipment			
	Improvements	**Fixed**	**Movable**	**Amortization**	**Total**
Total Cost	$0	$0	$2	$0	$2
(-) Salvage Value	$0	$0	$0	$0	$0
(=) Amount Expensed	$0	$0	$2	$0	$2
(/) Average Life (Yrs.)			3		
(=) Annual Depreciation	**$0**	**$0**	**$0.667**	**$0**	**$0.667**

1 Must equal the total capital cost (Question 10 above) less the cost of land and less the cost of any assets to be acquired through lease financing

2 Must equal the incremental "depreciation/amortization" expense, column -5-, in Question 18 (below).

16.) For the first full operating year of the proposal (identified in Question 18 below), please identify the total number of FTEs (full time equivalents) and the associated payroll expense (including fringe benefits) required to staff this proposal. Please follow all instructions and present the payroll in thousands (e.g., $42,575=$43).

	Existing		**Additions/(Reductions)**		**New Totals**	
Personnel	**# of FTEs**	**Payroll W/Fringes**	**# of FTEs**	**Payroll W/Fringes**	**# of FTEs**	**Payroll W/Fringes**
Medical Director	0	$0	0	$0	0	$0
Physicians	0	$0	0	$0	0	$0
Administrator	0	$0	0.15	$14	0.15	$14
RNs	0	$0	0.15	$14	0.15	$14
LPNs	0	$0	0	$0	0	$0
Nursing Aides	0	$0	0	$0	0	$0
PTs	0	$0	0	$0	0	$0
OTs	0	$0	0	$0	0	$0
Speech Therapists	0	$0	0	$0	0	$0
Clerical	0	$0	0	$0	0	$0
Housekeeping	0	$0	0	$0	0	$0
Other: (specify)	0	$0	0	$0	0	$0
TOTAL	**0**	**$0**	**0.30**	**$28**	**0.30**	**$28**

1 Must equal the incremental "payroll w/fringes" expense in column -5-, Question 18 (below).

INSTRUCTIONS:

"FTEs" Full time equivalents, are the equivalent of one employee working full time (i.e., 2,080 hours per year)

"Additions" are NEW hires;

"Reductions" are staffing economies achieved though attrition, layoffs, etc. It does **NOT** report the reallocation of personnel to other departments.

17.) Please describe the plan for the recruitment and training of personnel.

Implementation of the proposed services will be accomplished using one or more current employees of Pentec licensed by Rhode Island as registered nurses. Any Pentec nurses providing services in Rhode Island will have completed the training and certification program for all "Primary Care Nurses" who treat patients with implanted intrathecal pumps. Successful completion of this program is a prerequisite for employment by Pentec as a Primary Care Nurse. A detailed summary of Pentec's Primary Care Nurse training and certification program is attached to this application at Tab 17.

18.) Please complete the following pro-forma income statement for each unit of service. Present all dollar amounts in thousands (e.g., $112,527=$113). Be certain that the information is accurate and supported by other tables in this worksheet (i.e., "depreciation" from Question 15 above, "payroll" from Question 16 above). If this proposal involved more than two separate "units of service" (e.g., pt. days, CT scans, outpatient visits, etc.), insert additional units as required.

PRO-FORMA P & L STATEMENT FOR WHOLE FACILITY						
	Actual Previous Year 2012 (1)	Budgeted Current Year 2013 (2)	<-- FIRST FULL OPERATING YEAR 2014 -->			
			CON Denied (3)	CON Approved (4)	Incremental Difference (5) *1*	
REVENUES:						
Net Patient Revenue	$0	$46	$0	$98	$98	*2*
Other:	$0	$0	$0	$0	$0	
Total Revenue	$0	$46	$0	$98	$98	
EXPENSES:						
Payroll w/Fringes	$0	$14	$0	$28	$28	*3*
Bad Debt	$0	$3	$0	$6	$6	*4*
Supplies	$0	$14	$0	$27	$27	
Office Expenses	$0	$3	$0	$7	$7	
Utilities	$0	$1	$0	$2	$2	
Insurance	$0	$3	$0	$6	$6	
Interest	$0	$0	$0	$0	$0	*5*
Depreciation/Amortization	$0	$0	$0	$1	$1	*6*
Leasehold Expenses	$0	$6	$0	$12	$12	
Other: (Sales)	$0	$3	$0	$6	$6	
Total Expenses	$0	$47	$0	$95	$95	*7*
OPERATING PROFIT:	$0	($1)	$0	$3	$3	

For each service to be affected by this proposal, please identify each service and provide: the utilization, average net revenue per unit of services and the average expense per unit of service.

Service Type:	**Full Service: Nursing + Drug**				
Service (#s):	0	3	0	4	4
Net Revenue Per Unit *8*	$0	$2,275	$0	$2,275	$2,275
Expense Per Unit	$0	$1,880	$0	$1,880	$1,880
Service Type:	**Drug Only**				
Service (#s):	0	2	0	2	2
Net Revenue Per Unit *8*	$0	$389	$0	$389	$389
Expense Per Unit	$0	$321	$0	$321	$321

INSTRUCTIONS: Present all dollar amounts (except unit revenue and expense) in thousands.

1 The Incremental Difference (column -5-) represents the actual revenue and expenses associated with this CON. It does not include any already incurred allocated or overhead expenses. It is column -4- less column –3-.
2 Net Patient Revenue (column -5-) equals the different units of service times their respective unit reimbursement.
3 Payroll with fringe benefits (column -5-) equals that identified in Question 16 above.
4 Bad Debt is the same as that identified in column -4-.
5 Interest Expense equals the first full year's interest paid on debt.
6 Depreciation equals a full year's depreciation (Question 15 above), not the half year booked in the year of purchase.
7 Total Expense (column -5-) equals the operating expense of this proposal and is defined as the sum of the different units of service.
8 Net Revenue per unit (of service) is the actual average net reimbursement received from providing each unit of service; it is NOT the charge for that service.

19.) Please provide an analysis and description of the impact of the proposed new institutional health service or new health equipment, if approved, on the charges and anticipated reimbursements in any and all affected areas of the facility. Include in this analysis consideration of such impacts on individual units of service and on an aggregate basis by individual class of payer. Such description should include, at a minimum, the projected charge and reimbursement information requested above for the first full year after implementation, by payor source, and shall present alternate projections assuming (a) the proposal is not approved, and (b) the proposal is approved. If no additional (incremental) utilization is projected, please indicate this and complete this table reflecting the total utilization of the facility in the first full fiscal year.

The proposed HNCP would involve establishment of a mobile service in which patients are treated at their places of residence by registered nurse employees of Pentec. There would be only one category of patients, those with implanted intrathecal pumps; and the services

provided to those patients would be limited and highly specialized. There would be no other affected services or facilities, and, therefore, no impact on charges and reimbursement.

The per-unit revenue and expense figures in the tables above and below reflect two categories of service provided: "Full Service", in which reimbursement includes a per diem charge, a charge for nursing services and a charge for drugs; and "Drug Only" service, in which the only charge is for drugs. In the case of "Full Service" patients, reimbursement is provided exclusively by third-party payers. In the case of "Drug Only" patients (who may be treated pursuant to Pentec's *Compassionate Care Policy*), reimbursement is provided by Medicare or Medicaid. The tables above assume that, in the event of a 2013 start-up, the patient census for the initial half-year period would be 3 Full Service and 2 Drug Only patients. In the event of CON approval, as reflected in the tables above and below, the patient census at the end of the first full year of operation (FY 2014) is conservatively projected to be 4 Full Service and 2 Drug Only patients, as well as one Charity Care patient. In the event that the CON were not approved, no operations in Rhode Island would be undertaken, so the patient census would be zero, and there would be no revenues or expenses.

Projected First Full Operating Year: FY 2014									
	Implemented			Not Implemented			Difference		
Payor Mix	Projected Utilization		Total Revenue	Projected Utilization		Total Revenue	Projected Utilization		Total Revenue
	#	%	$	#	%	$	#	%	$
Medicare	2	29	$9	0	0	$0	2	29	$9
RI Medicaid									
Non-RI Medicaid									
RiteCare	2	29	$45	0	0	$0	2	29	$45
Blue Cross	1	14	$22	0	0	$0	1	14	$22
Commercial									
HMO's	1	14	$22	0	0	$0	1	14	$22
Self Pay									
Charity Care	1	14	$0	0	0	$0	1	14	$0
Other: _____									
TOTAL	6	100	$98	0	0	$0	6	100	$98

20.) Please provide the following:

A. Please provide audited financial statements for the most recent year available.

Pentec's audited financial statements for the fiscal year ended December 31, 2011, are attached at Tab 20.

B. Please discuss the impact of approval or denial of the proposal on the future viability of the (1) applicant and (2) providers of health services to a significant proportion of the population served or proposed to be served by the applicant.

Approval or denial of the CON application will have no material effect on the economic viability of Pentec. Pentec has operations in more than 20 other states and its anticipated Rhode Island activities will be small.

Approval or denial of the Application would also not affect the viability of any other Rhode Island health care provider. No one is providing these services in the home today, and the doctors who provide these services in their offices will continue to do so unless Pentec becomes licensed and the doctors voluntarily choose to refer some of their patients to Pentec. Pentec does not employ doctors and thus only receives new patients when an independent doctor chooses to refer to us.

21.) Please identify the derivable operating efficiencies, if any, (i.e., economies of scale or substitution of capital for personnel) which may result in lower total or unit costs as a result of this proposal.

Because the proposed HNCP involves establishment of a mobile service in which intrathecal pump patients are treated by registered nurses in the patients' places of residence, the primary cost components of the services (a per diem charge, a charge for nursing services and the cost of medications provided) are generally not susceptible to economies of scale; and capital cannot be substituted for the specially trained and certified registered nurses who perform the services.

22.) Please describe on a separate sheet of paper all energy considerations incorporated in this proposal.

Because the proposed HNCP involves a mobile service in which patients are treated at their places of residence, there are no physical facilities involved, and, consequently, no material energy considerations. Pentec has spent considerable sums of money to build a state-of-the-art electronic medical record and patient management system that enables them to provide unparalleled care for their patients and ensure constant physician involvement in all aspects of the patient's care. Although Pentec will maintain an office in Rhode Island pursuant to HNCP licensure requirements, this is unnecessary for Pentec's daily operations, and energy usage would be minimal.

23.) Please comment on the affordability of the proposal, specifically addressing the relative ability of the people of the state to pay for or incur the cost of the proposal, at the time, place and under the circumstances proposed. Additionally, please include in your discussion the consideration of the state's economy.

The impact of the proposal, if approved and implemented, will reduce the healthcare system costs for patients with intrathecal pumps for various reasons. Research has shown that the costs of care associated with intrathecal pump patients cared for in a traditional physician office setting varies considerably based on patient circumstances.

Among patients with pain and spasticity, average annual health plan expenditures are estimated to be $70,000.[1] Over half of those expenses are for inpatient encounters that may have been averted by a more comprehensive care model such as that provided by Pentec. Research is ongoing to further define the costs of care in the usual care setting versus the Pentec model.

The services provided by Pentec's nurses are reimbursed at a lower rate than comparable services provided by a physician. However, the per diem rate that is paid to providers of Intrathecal Services such as Pentec to cover otherwise non-billable services that are necessary for the provision of home care can be incremental to physician charges that are based on procedure codes. The per diem rates are paid from existing health plan fee schedules and vary from plan to plan.

Since all Rhode Island intrathecal pump patients are presently required to travel to their physicians' offices for treatment, treatment of any such patient in the home by Pentec will reduce any transportation expenses incurred by patients or payers, and the availability of home-based Intrathecal Services will reduce emergency department visits. The savings would be particularly substantial for the one Rhode Island intrathecal pump patient who is transported by ambulance from her place of residence to her physician's office every 14 days for treatment.

Pentec's proposal is made more affordable due to Pentec's generous free care policies. At present, Pentec plans its annual operating budget on the assumption that 25% of its patients will be treated pursuant to its *Compassionate Care Policy*. Therefore, Pentec expects no difficulty in providing Charity Care well in excess of 1% of cost pursuant to the requirements of Section 5.1 of the HNCP Rules and Regulations.

We recognize that Rhode Island's economy, as measured by employment data, is significantly weaker than the U.S. average (in November 2012, the U.S. Bureau of Labor Statistics reported a state unemployment rate of 10.4% vs. 7.8% nationally; for the same month, the Rhode Island Department of Labor and Training reported a state unemployment rate of 10.8% vs. 8.1% nationally), but we do not expect that this will affect implementation or the ongoing operations of the proposed HNCP. Because the proposed HNCP does not involve construction of facilities or investment in equipment, and would be staffed initially using existing Pentec employees, the cost of implementation of the proposal is minimal. This cost would be funded internally by Pentec; no public funding would be involved in the implementation. For the reasons stated above, any costs to the Medicaid or Rite Care programs would likely be less than those payers are currently expending for any patients with intrathecal pumps that they currently have.

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[1] *Burden of Patients with Intrathecal Drug Delivery System – An Administrative Claims-Based Analysis*, S.R. Palli, M. Abens, R. A. Quimbo, S. Fisher (2011). This study, which was funded by Pentec, was presented at the 15th Annual North American Neuomodulation Society (NANS) Meeting, Las Vegas, Nevada, December 8-11, 2011; and the full manuscript thereof has been accepted for publication by the peer-reviewed medical journal *Neuromodulation.*

24.) Please address how the proposal will support optimizing health system performance with regards to the following three dimensions:

A. Improving the patient experience of care (including quality and satisfaction);

The proposed HNCP will treat intrathecal pump patients at their place of residence, regardless of where in Rhode Island the residence is located, and will be available 24 hours a day, 7 days a week. At present, the only alternative available to Rhode Island pump patients is to travel to the treating physician's office or other healthcare facility for treatment. In some instances of which Pentec is aware, Rhode Island patients travel to the Boston area to receive this treatment. Implementation of the proposal will benefit patients by eliminating this burdensome travel requirement. It will also mitigate the risk, which can be life-threatening, of having a pump run dry because the patient has failed or is unable to make the necessary office or facility visit to obtain a refill.

B. Improving the health of populations; and

Intrathecal pump therapy has allowed many patients who may otherwise be home-bound to resume relatively normal activities, including work and travel. Although the population of pump patients is limited, the benefits of this specialized form of infusion therapy can be substantial in the individual case. However, because of the highly specialized nature of this area of medicine and the limited patient population, relative few physicians practice in this area. Therefore, patients who might otherwise benefit from the intrathecal pump may be deterred from seeking treatment because providers are scarce. By providing treatment in the patient's residence using specially-trained and certified nurses, the proposed HNCP would facilitate treatment of existing and new pump patients anywhere in Rhode Island.

C. Reducing the per capita cost of health care.

Approval of Pentec's Application will reduce the per capita cost of health care for a number of reasons. First, there will be no "case finding." In other words, the availability of in-home Intrathecal Services is not expected to increase the number of Rhode island patients with these pumps.

Second, Pentec would likely be reimbursed by third party payers at lower rates than physicians for providing comprehensive, 24/7 Intrathecal Services.

Third, there are no other Rhode Island providers of home-based Intrathecal Services, so Pentec's anticipated case volume would not come "from" another Rhode Island provider.

Fourth, Pentec's proposal would reduce transportation costs.

Fifth, limited mobility patients who are receiving home-based Intrathecal Services are less likely to require expensive emergency department visits because home care

eliminates the risk that barriers to travel will result in the missed appointments and missed medications that can result in the need to be treated in an expensive hospital emergency department.

25.) Please identify any planned actions of the applicant to reduce, limit, or contain health care costs and improve the efficiency with which health care services are delivered to the citizens of this state.

As noted in the answers to Question 24, Pentec is a specialized provider serving a single, limited patient population with which it has extensive experience. This experience, gained over a period of 29 years and from operations in more than 20 states, will create efficiencies in the implementation of the proposed services and ongoing operation of the HNCP that would not be possible in the case of a new entry by, for example, a traditional home care agency.

The proposed HNCP involves the establishment of a highly mobile service in which patients are treated in their places of residence, on a regular, scheduled basis, by specially-trained and certified registered nurses. This efficient delivery model will reduce costs by minimizing required physician visits. In addition, the incidence of emergency room visits (e.g., to refill a pump that is in danger of running dry) will be reduced.

QUALITY, TRACK RECORD, CONTINUITY OF CARE, AND RELATIONSHIP TO THE HEALTH CARE SYSTEM

26.) A) If the applicant is an existing facility:

Please identify and describe any outstanding cited health care facility licensure or certification deficiencies, citations or accreditation problems as may have been cited by appropriate authority. Please describe when and in what manner this licensure deficiency, citation or accreditation problem will be corrected.

Not applicable to this proposal: Pentec does not have an existing facility.

B) If the applicant is a proposed new health care facility:

Please describe the quality assurance programs and/or activities which will relate to this proposal including both inter and intra-facility programs and/or activities and patient health outcomes analysis whether mandated by state or federal government or voluntarily assumed. In the absence of such programs and/or activities, please provide a full explanation of the reasons for such absence.

A copy of Pentec's 2012 *Performance Improvement Plan*, which describes its quality assurance program, is attached to this application at Tab 26.

C) If this proposal involves construction or renovation:

Please describe your facility's plan for any temporary move of a facility or service necessitated by the proposed construction or renovation. Please describe your plans for ensuring, to the extent possible, continuation of services while the construction and renovation take place. Please include in this description your facility's plan for ensuring that patients will be protected from the noise, dust, etc. of construction.

Not applicable to this proposal: No construction or renovation of facilities is involved.

27.) Please discuss the impact of the proposal on the community to be served and the people of the neighborhoods close to the health care facility who are impacted by the proposal.

The proposed HNCP does not involve construction of a physical facility, so the proposal would not have an impact on any particular community or neighborhood in Rhode Island. Pentec has entered into a lease of commercial office space, in compliance with the requirements of the HNCP regulations. However, no treatment of patients would be conducted at the office, which would serve a purely administrative function for licensure purposes only. As such, the office would not have a material impact on the surrounding area.

Because the proposed HNCP would fill an existing healthcare gap, Pentec believes that the overall impact of the proposal on healthcare in Rhode Island would be positive.

Although the population of patients with implanted intrathecal pumps is limited, treatment in the home by Pentec's team of nurses would have a positive impact on healthcare costs (e.g., by eliminating emergency room visits and subsequent lengthy inpatient admissions) and reduce the burden on Rhode Island pump patients (by eliminating the need to travel, in some cases as far as the Boston area, for treatment).

28.) Please discuss the impact of the proposal on service linkages with other health care facilities/providers and on achieving continuity of patient care.

At present, there is a small population of intrathecal pump patients that is forced to seek treatment at their providers' offices, both in Rhode Island and out of state. Pentec has existing relationships with these providers and could be expected to receive referrals of both existing and future patients. The treatment that such patients would receive from Pentec would be substantially the same as that provided at the physicians' offices, but would be performed in the patients' places of residence with a corresponding reduction on the burden imposed on patients by the need to travel. Moreover, the transition from in-office to at-home treatment would be seamless.

29.) Please address the following:

A. How the applicant will ensure full and open communication with their patients' primary care providers for the purposes of coordination of care;

All patients of the proposed HNCP would be treated under a physician-approved plan of care. Pentec's policies and procedures ensure continual and regular contact with patients' physicians. All physicians receive a patient report after every encounter. This is typically every 30 days, and more frequently if required by a patient's particular circumstances. In addition, Pentec's proprietary electronic medical records system facilitates instantaneous communication between Pentec, the physician and the patient. Through Pentec's proprietary "Physician's Portal", treating physicians have immediate access to their patients' medical records. Through Pentec's proprietary "eVisit" technology, physician's can observe their patients' treatment in the home by secure video connection and can communicate with both the patient and the treating nurse in real time.

B. Discuss the extent to which preventive services delivered in a primary care setting could prevent overuse of the proposed facility, medical equipment, or service and identify all such preventative services;

The proposed HNCP would serve a very limited and complex patient population, those with implanted intrathecal pumps. Typically, these are patients who have been unable to obtain relief through traditional treatment for conditions such as chronic pain or spasticity of various origins, advanced MS, cerebral palsy, spinal cord or brain injury, head trauma, paralysis, stroke and severe acute pain secondary to cancer. Thus, the

conditions for which intrathecal pump therapy is indicated are not susceptible to preventative treatment in the primary care setting.

However, because the proposed HNCP would involve treatment of patients in their places of residence, approval of the CON and implementation of the proposal could reduce usage of hospital emergency rooms, which may be a pump patient's only alternative if the patient is unable to travel to a providing physician's office for treatment. In addition, because intrathecal pump therapy enables many patients who would otherwise be homebound to resume normal activities, including ambulation, overall healthcare costs are likely to be reduced.

C. Describe how the applicant will make investments, parallel to the proposal, to expand supportive primary care in the applicant's service area.

The conditions for which intrathecal pump therapy is indicated are not susceptible to preventative treatment in the primary care setting. Pentec normally receives patient referrals from physicians who are pain management specialists or movement disorder specialists. Therefore, no parallel investment to expand supportive primary care will be made.

D. Describe how the applicant will use capitalization, collaboration and partnerships with community health centers and private primary care practices to reduce inappropriate Emergency Room use.

Intrathecal Services are beyond the scope of care of community health centers and private primary care practices. As a result, they are not the providers with which to collaborate to reduce emergency department use by intrathecal pump patients. Rather, as emphasized in other responses to this Application, the opportunity to reduce emergency department utilization for this class of patient arises primarily from eliminating barriers to medication refills that are the most common source of emergency department visits in this service area. That is precisely the goal of Pentec's desire to provide home-based Intrathecal Services to Rhode Island residents.

E. Identify unmet primary care needs in your service area, including "health professionals shortages", if any (information available at Office of Primary Care and Rural Health at http://www.health.ri.gov/disease/primarycare/hpsa-professionals.php).

As indicated in the preceding response, all Intrathecal Services are beyond the scope of primary care practices. The narrow scope of service Pentec proposes to provide for very chronically ill patients means the need and affordability of this Application are not related to primary care service shortages or availability.

30.) Please discuss the relationship of the services proposed to be provided to the existing health care system of the state.

Because no licensed provider offers treatment of intrathecal pump patients in their places of residence, the proposed HNCP would fill a gap in Rhode Island's existing healthcare system.

Approval of this Application would allow Massachusetts physicians to refer their Rhode Island patients to Pentec for Intrathecal Services in the home, thereby avoiding costly and inconvenient transportation challenges for these patients.

At the outset, approval of this Application may not change the provision of Intrathecal Services by Rhode Island based physicians, however, Pentec believes that over time, the 3 specialists in Rhode Island who do provide treatment to intrathecal pump patients will choose to refer their least ambulatory patients to Pentec for Intrathecal Services. The availability of the service would enhance and supplement the existing healthcare system of the State by filling a need for in-home care that is presently unmet.

In addition, the proposed HNCP would work closely and collaboratively with Rhode Island physicians who practice in the field of intrathecal medicine. Referring physicians would have immediate access to treatment records for their patients through Pentec's proprietary *Physician's Portal*, and would even be able to observe and participate in their patients' in-home treatment on a real-time basis through use of Pentec's proprietary *e-Visit* system.

31.) Please identify any state or federal licensure or certification citations and/or enforcement actions taken against the applicant and their affiliates within the past 3 years and the status or disposition of each.

Pentec received a Notice of Citation from the Indiana State Department of Health dated August 22, 2011, alleging a breach of the licensure requirements of Ind. Code § 16-27-1-15 and 410 Ind. Admin. Code § 17-10-1(a). Pentec paid a civil penalty in the amount of $10,000 and submitted a plan of correction, which was accepted by the Indiana State Department of Health on October 17, 2011.

32.) Please provide a list of pending or adjudicated citations, violations or charges against the applicant and their affiliates brought by any governmental agency or accrediting agency within the past 3 years and the status or disposition of each.

None.

33.) Please provide a list of any investigations by federal, state or municipal agencies against the applicant and their affiliates within the past 3 years and the status or disposition of each.

None.

Select and complete the Appendixes applicable to this application:

Appendix	Check off:	Required for:
A	**X**	Accelerated review applications
B		Applications involving provision of services to inpatients
C		Nursing Home applications
D	**X**	**All applications**
E		Applications with healthcare equipment costs in excess of $2,596,709 and any tertiary/specialty care equipment
F		Applications with debt or lease financing
G	**X**	**All applications**

Appendix A

Request for Expeditious Review

1.) Name of applicant: **Pentec Health, Inc.**

2.) Indicate why an expeditious review of this application is being requested by marking at least one of the following with an 'X'.

_____a. for emergency needs documented in writing by the state fire marshal or other lawful authority with similar jurisdiction over the relevant subject matter;
_____b. for the purpose of eliminating or preventing fire and/or safety hazards certified by the state fire marshal or other lawful authority with similar jurisdiction of the relevant subject matter as adversely affecting the lives and health of patients or staff;
_____c. for compliance with accreditation standards failure to comply with which will jeopardize receipt of federal or state reimbursement;
__**X**__d. for such an immediate and documented public health urgency as may be determined to exist by the Director of Health with the advice of the Health Services Council.

3.) For each response with an 'X' beside it in Question 2 above, furnish documentation as indicated:

2.a: a written communication from the State Fire Marshal or other lawful authority with similar jurisdiction over the relevant subject matter setting forth the particular emergency needs cited and the measures required to meet the emergency;
2.b: documentation from the State Fire Marshal or other lawful authority with similar jurisdiction of the relevant subject matter certifying that particular fire and/or safety hazards currently exist which adversely affect the life and health of patients or staff and outlining the measures which must be taken in order to alleviate these hazards;
2.c: a written communication from the accrediting agency naming specific deficiencies and required remedies for situations failure of compliance with which will jeopardize receipt of federal or state reimbursement;
2.d: a complete description and documentation of the immediate and documented public health urgency, which, in the applicant's opinion, necessitates an expeditious review.

Through conversations with the Rhode Island Department of Health and with Rhode Island physicians who practice in the narrow specialty of intrathecal drug delivery, Pentec has determined that there is presently no licensed provider in Rhode Island that provides skilled nursing services to patients with implanted intrathecal pumps in their places of residence. As a result, these patients are forced to travel to the office of a physician or other medical facility for treatment, which includes refilling the pumps with prescribed medication(s) and pump reprogramming. For many of these patients, who typically have been unable to obtain relief through traditional treatment for conditions such as chronic pain or spasticity of various origins, advanced MS, cerebral palsy, spinal cord or brain injury, head trauma, paralysis, stroke and severe acute pain secondary to cancer, this travel requirement is burdensome. Moreover, if a pump patient neglects or is unable to travel to obtain treatment, the patient runs the risk of having the pump run dry, a potentially life-threatening condition.

Because intrathecal drug delivery is a narrow medical specialty, there are relatively few physicians who practice in this area. In its conversations with physicians, Pentec has determined that some Rhode Island residents with intrathecal pumps are forced to travel out of state (e.g., to Boston) for treatment. Specifically, Pentec has had discussions about these problems with physicians in Rhode Island, including Dr. G. Rees Cosgrove (Neurosurgery Foundation at Rhode Island Hospital), Dr. Mason Gasper (Memorial Hospital) and Dr. Karen Kerman (Hasbro Children's Hospital); and Massachusetts, including Dr. Edgar Ross (Brigham & Women's Hospital), Dr. Harry Webster (Tufts Medical Center), Dr. Shenandoah Robinson (Boston Children's Hospital), and Dr. Jay Rosenfeld (Spaulding Rehabilitation Hospital).

Appendix D

All applications must be accompanied by responses to the questions posed herein.

1. Provide a description and schematic drawing of the contemplated construction or renovation or new use of an existing structure and complete the Change in Space Form.

Pentec executed a lease on January 31, 2013, for commercial office space located at 10 Dorrance Street, Suite 700, Providence, Rhode Island. A schematic drawing of this office space will be provided as soon as it is available. No construction or renovation of facilities is proposed.

2. Please provide a letter stating that a preliminary review by a Licensed architect indicates that the proposal is in full compliance with the current edition of the "Guidelines for Design and Construction of Hospital and Health Care Facilities" and identify the sections of the guidelines used for review. Please include the name of the consulting architect, and their RI Registration (license) number and RI Certification of Authorization number.

Not applicable.

3. Provide assurance and/or evidence of compliance with all applicable federal, state and municipal fire, safety, use, occupancy, or other health facility licensure requirements.

The proposed HNCP will use its leased office space for administrative purposes only. No patient visits or treatment will be conducted in the office, and no medical waste will be generated in the office. No medications, medical equipment or disposable medical supplies used in patient treatment will be stored in the office. The office will satisfy the minimum requirements set forth in Section 20.0 of the HNCP Rules and Regulations, i.e., it will provide adequate space and furnishings for the administrator to perform administrative responsibilities (e.g., survey meetings); serve as a depository for a copy of Pentec's policies and procedures and personnel files relating to the Rhode Island HNCP; and have telecommunications capability to provide full access to Pentec's patient electronic medical records and other proprietary systems. Pentec will lease only space that is already compliant with applicable zoning regulations and building safety codes.

4. Does the construction, renovation or use of space described herein correct any fire and life safety, Joint Commission on Accreditation of Healthcare Organizations (JCAHO), U.S. Department of Health and Human Services (DHHS) or other code compliance problems: Yes____ No__**X**___

- If Yes, include specific reference to the code(s). For each code deficiency, provide a complete description of the deficiency and the corrective action being proposed, including considerations of alternatives such as seeking waivers, variances or equivalencies.

5. Describe all the alternatives to construction or renovation which were considered in planning this proposal and explain why these alternatives were rejected.

Not applicable.

6. Attach evidence of site control, a fee simple, or such other estate or interest in the site including necessary easements and rights of way sufficient to assure use and possession for the purpose of the construction of the project.

Pentec executed a lease on January 31, 2013, for commercial office space located at 10 Dorrance Street, Suite 700, Providence, Rhode Island. A copy of the executed lease is attached to this application at Tab D-6.

7. If zoning approval is required, attach evidence of application for zoning approval.

Not applicable.

8. If this proposal involves new construction or expansion of patient occupancy, attach evidence from the appropriate state and/or municipal authority of an approved plan for water supply and sewage disposal.

Not applicable.

9. Provide an estimated date of contract award for this construction project, assuming approval within a 120-day cycle.

Not applicable.

10. Assuming this proposal is approved, provide an estimated date (month/year) that the service will be actually offered or a change in service will be implemented. If this service will be phased in, describe what will be done in each phase.

Implementation of the proposed HNCP could occur shortly after approval of the CON application due to the nature of the proposal. For planning purposes, we have assumed a start date of July 1, 2013.

Change in Space Form

Please identify and provide a definition for the method used for measuring the space (i.e. gross square footage, net square footage, etc.):

Measurements reflect net square footage.

1. Service or Department Name	2. Current Space Amount	3. New Construction Space Amount	4. Renovation Space Amount	5. Amount of Space Currently Occupied to be Demolished	6. Proposed Space Amount	7. Change [(6)-(2)]
Home Nursing Care for intrathecal pump patients	**0**	**0**	**0**	**0**	**[to be determined]**	**[to be determined]**
TOTAL:	**0**	**0**	**0**	**0**	**[to be determined]**	**[to be determined]**

Appendix G

Ownership Information

All applications must be accompanied by responses to the questions posed herein.

1. List all officers, members of the board of directors, trustees, stockholders, partners and other individuals who have an equity or otherwise controlling interest in the applicant. For each individual, provide their home and business address, principal occupation, position with respect to the applicant, and amount, if any, of the percentage of stock, share of partnership, or other equity interest that they hold.

A. <u>Directors and Officers of Pentec Health, Inc.</u> (Pentec Health, Inc. is a wholly-owned subsidiary of Pentech Holdings, Inc.)

Name	Position/Title	Occupation	Home Address	Business Address	Equity Interest
Joseph Cosgrove	Director; President/CEO; Secretary; Treasurer	Healthcare Executive	23 Peach Ridge Drive Mullica Hill, NJ 08062	4 Creek Parkway Suite A Boothwyn, PA 19061	
Tim Kuehl	Director	Private Equity	5708 Continental Drive Edina, MN 55436	80 South 8th Street Suite 3600 Minneapolis, MN 55402	
Carter Balfour	Director	Private Equity	5041 South 1st Avenue Minneapolis, MN 55419	80 South 8th Street Suite 3600 Minneapolis, MN 55402	
John Lindahl	Director	Private Equity	3222 Robinsons Bay Road Deephaven, MN 55391	80 South 8th Street Suite 3600 Minneapolis, MN 55402	
Andrew Carragher	Director	Private Equity	891 Cutter Lane Park City, UT 84098	1413 Center Drive Suite 220 Park City, UT 84098	
Rod Boone	Director	Private Equity	991 Via Anita New Berry Park, CA 91320	1413 Center Drive Suite 220 Park City, UT 84098	
Brian Morfitt	Director	Private Equity	1406 Harvard Avenue Seattle, WA 98122	601 Union Square Suite 3200 Seattle, WA 98101	

B. <u>Directors and Officers of Pentech Holdings, Inc.</u> (Pentech Holdings, Inc. is a wholly-owned subsidiary of Pentec Healthcare Infusions, Inc.)

Name	Position/Title	Occupation	Home Address	Business Address	Equity Interest
Joseph Cosgrove	Director; President/CEO; Secretary; Treasurer	Healthcare Executive	23 Peach Ridge Drive Mullica Hill, NJ 08062	4 Creek Parkway Suite A Boothwyn, PA 19061	
Tim Kuehl	Director	Private Equity	5708 Continental Drive Edina, MN 55436	80 South 8th Street Suite 3600 Minneapolis, MN 55402	
Carter Balfour	Director	Private Equity	5041 South 1st Avenue Minneapolis, MN 55419	80 South 8th Street Suite 3600 Minneapolis, MN 55402	
John Lindahl	Director	Private Equity	3222 Robinsons Bay Road Deephaven, MN 55391	80 South 8th Street Suite 3600 Minneapolis, MN 55402	
Andrew Carragher	Director	Private Equity	891 Cutter Lane Park City, UT 84098	1413 Center Drive Suite 220 Park City, UT 84098	
Rod Boone	Director	Private Equity	991 Via Anita New Berry Park, CA 91320	1413 Center Drive Suite 220 Park City, UT 84098	
Brian Morfitt	Director	Private Equity	1406 Harvard Avenue Seattle, WA 98122	601 Union Square Suite 3200 Seattle, WA 98101	

C. Directors and Officers of Pentec Healthcare Infusions, Inc.

Name	Position/Title	Occupation	Home Address	Business Address	Equity Interest*
Joseph Cosgrove	Director; President/CEO; Secretary; Treasurer	Healthcare Executive	23 Peach Ridge Drive Mullica Hill, NJ 08062	4 Creek Parkway Suite A Boothwyn, PA 19061	3.08%
Tim Kuehl	Director	Private Equity	5708 Continental Drive Edina, MN 55436	80 South 8th Street Suite 3600 Minneapolis, MN 55402	
Carter Balfour	Director	Private Equity	5041 South 1st Avenue Minneapolis, MN 55419	80 South 8th Street Suite 3600 Minneapolis, MN 55402	
John Lindahl	Director	Private Equity	3222 Robinsons Bay Road Deephaven, MN 55391	80 South 8th Street Suite 3600 Minneapolis, MN 55402	
Andrew Carragher	Director	Private Equity	891 Cutter Lane Park City, UT 84098	1413 Center Drive Suite 220 Park City, UT 84098	
Rod Boone	Director	Private Equity	991 Via Anita New Berry Park, CA 91320	1413 Center Drive Suite 220 Park City, UT 84098	
Brian Morfitt	Director	Private Equity	1406 Harvard Avenue Seattle, WA 98122	601 Union Square Suite 3200 Seattle, WA 98101	

*Fully diluted; based on vested options

2. For each individual listed in response to Question 1 above, list all (if any) other health care facilities or entities within or outside Rhode Island in which he or she is an officer, director, trustee, shareholder, partner, or in which he or she owns any equity or otherwise controlling interest. For each individual, please identify: A) the relationship to the facility and amount of interest held, B) the type of facility license held (e.g. nursing facility, etc.), C) the address of the facility, D) the state license #, E) Medicare provider #, and F) any professional accreditation (e.g. JACHO, CHAP, etc.).

   None.

3. If any individual listed in response to Question 1 above, has any business relationship with the applicant, including but not limited to: supply company, mortgage company, or other lending institution, insurance or professional services, please identify each such individual and the nature of each relationship.

   None of the individuals listed in the response to Question 1 has any other relationship with Pentec (e.g., as supplier, lender, service provider, etc.).

4. Have any individuals listed in response to Question 1 above been convicted of any state or federal criminal violation within the past 20 years? Yes___ No_**X**_.

- If response is 'Yes', please identify each person involved, the date and nature of each offense and the legal outcome of each incident.

5. Please provide organization chart for the applicant, identifying all "parent" entities with direct or indirect ownership in or control of the applicant, all "sister" legal entities also owned or controlled by the parent(s), and all subsidiary entities owned by the applicant. Please provide a brief narrative clearly explaining the relationship of these entities, the percent ownership the principals have in each (if applicable), and the role of each and every legal entity that will have control over the applicant.

   Pentec Health, Inc. is the operating company that would hold the Rhode Island HNCP license, assuming the CON is approved and the proposal is implemented, and the direct employer of all primary care nurses who would provide services to Rhode Island patients. Pentec Health, Inc. is a wholly-owned subsidiary of Pentech Holdings, Inc., which in turn is a wholly-owned subsidiary of Pentec Healthcare Infusions, Inc. Neither Pentech Holdings, Inc. nor Pentec Healthcare Infusions, Inc. has any other subsidiaries. Pentec Healthcare Infusions, Inc. is a privately-held Delaware corporation whose major shareholders are listed on the organizational chart attached to this application at Tab G-5. In addition to the shareholders identified by name on the organizational chart, a number of individuals own equity interests in Pentec Healthcare Infusions, Inc. of less than 5% each.

6. Please list all licensed healthcare facilities (in Rhode Island or elsewhere) owned, operated or controlled by any of the entities identified in response to Question 5 above (applicant and/or its principals). For each facility, please identify: A) the entity, applicant or principal involved, B) the type of facility license held (e.g. nursing facility, etc.), C) the address of the facility, D) the state license #, E) Medicare provider #, and F) any professional accreditation (e.g. JACHO, CHAP, etc.).

   A chart listing all state licenses issued to Pentec Health, Inc. is attached to this application at Tab G-6.

7. Have any of the facilities identified in Question 5 or 6 above had: A) federal conditions of participation out of compliance, B) decertification actions, or C) any actions towards revocation of any state license? Yes ___ No _**X**_

   - If response is 'Yes', please identify the facility involved, the nature of each incident, and the resolution of each incident.

8. Have any of the facilities owned, operated or managed by the applicant and/or any of the entities identified in Question 5 or 6 above during the last 5-years had bankruptcies and/or were placed in receiverships? Yes___ No_**X**_

   - If response is 'Yes', please identify the facility and its current status.

9. For applications involving establishment of a new entity or involving out of state entities, please provide the following documents:

- Certificate and Articles of Incorporation and By-Laws (for corporations)
- Certificate of Partnership and Partnership Agreement (for partnerships)
- Certificate of Organization and Operating Agreement (for limited liability corporations)

The Articles of Incorporation of Pentec Health, Inc. are attached to this application at Tab G-9A. The Bylaws of Pentec Health, Inc. (f/k/a Pentech Infusions, Inc.) are attached to this application at Tab G-9B.

The Articles of Incorporation of Pentech Holdings, Inc. are attached to this application at Tab G-9C. The Bylaws of Pentech Holdings, Inc. are attached to this application at Tab G-9D.

The Articles of Incorporation of Pentec Healthcare Infusions, Inc. are attached to this application at Tab G-9E. The Bylaws of Pentec Healthcare Infusions, Inc. are attached to this application at Tab G-9F.

Tab 1-A

Question 1

Pentec Health, Inc. Accreditation Certificate and Letter from The Joint Commission (Attached)

Pentec Health, Inc.

Boothwyn, PA

has been Accredited by

The Joint Commission

Which has surveyed this organization and found it to meet the requirements for the

Home Care Accreditation Program

April 9, 2011

Accreditation is customarily valid for up to 36 months.

Isabel V. Hoverman, MD, MACP
Chair, Board of Commissioners

Organization ID #: 10297
Print/Reprint Date: 05/05/11

Mark R. Chassin, MD, FACP, MPP, MPH
President

The Joint Commission is an independent, not-for-profit, national body that oversees the safety and quality of health care and other services provided in accredited organizations. Information about accredited organizations may be provided directly to The Joint Commission at 1-800-994-6610. Information regarding accreditation and the accreditation performance of individual organizations can be obtained through The Joint Commission's web site at www.jointcommission.org.

This reproduction of the original accreditation certificate has been issued for use in regulatory/payer agency verification of accreditation by The Joint Commission. Please consult Quality Check on The Joint Commission's website to confirm the organization's current accreditation status and for a listing of the organization's locations of care.

The Joint Commission

April 29, 2011

Joe Cosgrove
Chief Executive Officer
Pentec Health, Inc.
4 Creek Parkway, Suite A
Boothwyn, PA 19061

Joint Commission ID #: 10297
Program: Home Care Accreditation
Accreditation Activity: 60-day Evidence of Standards Compliance
Accreditation Activity Completed: 04/29/2011

Dear Mr. Cosgrove:

The Joint Commission would like to thank your organization for participating in the accreditation process. This process is designed to help your organization continuously provide safe, high-quality care, treatment, and services by identifying opportunities for improvement in your processes and helping you follow through on and implement these improvements. We encourage you to use the accreditation process as a continuous standards compliance and operational improvement tool.

The Joint Commission is granting your organization an accreditation decision of Accredited for all services surveyed under the applicable manual(s) noted below:

- Comprehensive Accreditation Manual for Home Care

This accreditation cycle is effective beginning April 09, 2011. The Joint Commission reserves the right to shorten or lengthen the duration of the cycle; however, the certificate and cycle are customarily valid for up to 36 months.

Please visit Quality Check® on The Joint Commission web site for updated information related to your accreditation decision.

We encourage you to share this accreditation decision with your organization's appropriate staff, leadership, and governing body. You may also want to inform the Centers for Medicare and Medicaid Services (CMS), state or regional regulatory services, and the public you serve of your organization's accreditation decision.

Please be assured that The Joint Commission will keep the report confidential, except as required by law. To ensure that The Joint Commission's information about your organization is always accurate and current, our policy requires that you inform us of any changes in the name or ownership of your organization or the health care services you provide.

Sincerely,

Ann Scott Blouin RN, PhD

Ann Scott Blouin, RN, Ph.D.
Executive Vice President
Accreditation and Certification Operations

Tab 1-B

Question 1

Resume of Kelly Ann Florentino, R.N. (Attached)

Kellyann G. Florentino, RN, BSN, CEN
47 Adams Street
Foxborough, MA 02035
401-439-7346

Education:

Cranston High School East, Cranston RI – Graduated with Diploma, 1997
Community College of Rhode Island, Lincoln, RI – Graduated with ASN, 2003
Rhode Island College, Providence, RI – Graduated with BSN, 2007

Certifications:

Basic Life Support Certified, American Heart Association, 2011
Advanced Cardiac Life Support Certification, American Heart Association, 2010
Pediatric Advanced Life Support Certification, American Heat Association, 2009
Certified Emergency Nurse, Board Certifications of Emergency Nurses 2007

Employment:

Pentec Health, Inc, Boothwyn, PA – October 2008 – present
Per Diem Specialty Infusion Nurse, October 2008-September 2010
Primary Care Nurse, September 2010-present
Nurse Preceptor, January 2011-present

Boston Home Infusion, Dedham, MA- August 2010 - present
Per Diem Staff Nurse

Quincy Medical Center, Quincy MA – November 2006-September 2010
Emergency Department Staff Nurse

Caritas Christi Home Care, Norwood, MA - September 2004- October 2006
Per Diem Home Care Nurse

East Boston Neighborhood Health Center, Boston, MA– October 2005-Jan. 2010
Urgent Care Staff Nurse

The Miriam Hospital, Providence, RI – June 2003 – October 2005
Emergency Department Staff Nurse January 2004-October 2005
Collegiate Nurse Intern – June 2003 – December 2003

References: Furnished upon request

Tab 9-A

Question 9

Pentec Health, Inc. *Compassionate Care* Policy and Procedure (Attached)

pentec health

Compassionate Care Policy and Procedure	
Department: Renal and Specialty Infusion	**Version #:** 1
Approved By:	**Approval Date:**
Effective Date: 7/1/2011	**Last Updated: 2/1/2013**
Author: Revenue Cycle Management	

Scope

This policy applies to Pentec Health's Renal and Specialty Infusion Intake Teams for approval and tracking of Compassionate Care Patients and requests for initial or continuation of Compassionate Care.

Responsibility

Account Executives, Nurses, Sales Management, Intake Management and Intake Teams, Patient Financial Advocates, and the respective Management of Nursing and Renal Clinical Programs.

Policy Intent & Objectives

This policy establishes guidelines for requesting and tracking requests for patients who cannot afford the therapy prescribed by their physician. Note: Pentec Health will not routinely offer Compassionate Care to referral sources or patients nor shall Compassionate Care be offered as part of any advertisement or solicitation.

General Policy & Procedure Statement: Compassionate Care Request

New Patients

If a referral is received and it is determined the patient does not have insurance that would provide coverage for the therapy being ordered, the respective referral source and Account Executive will be notified by the respective Intake Department performing the insurance verification. The Account Executive will then determine whether to pursue a Compassionate Care request for the patient.

Compassionate Care patients will be approved for 90 day increments beginning with the initial Start of Care date for the patient. Note: for Specialty Infusion patients, compassionate care requests may be approved for longer than 90 days, per discussion with and approval by senior management.

All Compassionate Care Requests must meet clinical criteria as determined by the company and approved by the respective Intake Department Management, appropriate clinical director or case manager and VP of Revenue Cycle Management as appropriate. Requests for Compassionate Care should be emailed to the respective employees as

follows:

Renal Compassionate Care Requests should be emailed to the following:

VP of Revenue Cycle Management and/or Manager of Renal Intake with information substantiating the justification of Compassionate Care for the patient. Note: clinical criteria should include appropriate documentation of the attempts at oral supplements and tube feeding trials as determined to be appropriate by the patient's physician. Tube feeding can have resulted in one of the following: a) resulted in intolerance b) was inadequate alone to address the problem of malnutrition with persistent decline in albumin or weight c) was refused by the patient or d) deemed inappropriate by the physician.

Specialty Infusion Compassionate Care Requests should be emailed to the following:

Executive VP of Sales, the respective Case Manager, the Manager of the Department, and the Patient Financial Advocate with information substantiating the justification of Compassionate Care for the patient. Note: clinical criteria should include the following: a) current status per nursing notes and/or progress notes, including diagnosis/es b) homebound status and physical limitations c) extenuating circumstances.

If the Compassionate Care request is approved, the Account Executive will forward the approval email to the respective individuals:

Renal - Insurance Coordinator, Customer Service Representative and Patient Financial Advocate

Specialty Infusion – Patient Financial Advocate, Referral Coordinator and Case Manager

The Insurance Coordinator or Patient Financial Advocate will place proper documentation in CPR+. Documentation should include the statement "Compassionate Care", who approved the Compassionate Care and the expiration date. Compassionate Care will then be added to the patient's insurance with an expiration date of 90 days from the start of care date.

Continuation of Compassionate Care

It is the responsibility of the Account Executive to follow up on Compassionate Care Patients two weeks prior to the Compassionate Care expiration date. To assist with this, the Patient Financial Advocate will send the Account Executive a list of patients who will be expiring two weeks prior to their expiration date.

Prior to contacting the Account Executive, the Insurance Coordinator (Renal) or the Patient Financial Advocate (Specialty Infusion) will verify that there has been no change in the patient's insurance coverage. This information will be documented in the progress notes in CPR+ of the patient's record, i.e. changes, if any, to the patient's insurance or if

the patient still has no insurance. If the patient has updated insurance information, the insurance should be added with policy number and the effective date to the patient's insurance screen by the Insurance Coordinator (Renal) or the Patient Financial Advocate (Specialty Infusion) (SI).

The Account Executive will determine in conjunction with the Director of Clinical Programs (Renal) or the Manager of Specialty Infusion) (SI) whether the patient's Compassionate Care should be extended.

Any extension of Compassionate Care must be approved by the Director of Clinical Programs (Renal) or the Manager of Specialty Infusion) (SI) via email. Note: this assumes that there has been no change in insurance coverage for the patient, i.e., the patient still does not have insurance coverage.

Once an extension of the Compassionate Care is received, the Account Executive will forward the email to their Insurance Coordinator and PFA for Renal or Patient Financial Advocate for Specialty Infusion. Compassionate Care for the patient will then be extended for 90 days by the respective Patient Financial Advocate by extending the expiration date in CPR+ for an additional 90 days.

Non Continuation of Compassionate Care

If extension of the Compassionate Care status of the patient is not warranted or approved, as determined by the Director of Clinical Programs (Renal) or the Manager of Specialty Infusion) (SI), an email declining the extension with the reason(s) is sent to the Account Executive. Alternatively, the Account Executive may be called directly.

The Account Executive is responsible for obtaining the discharge orders from the patient's physician if it is determined the patient will not be continued on Compassionate Care.

The Account Executive may continue to work with the Director of Clinical Programs (Renal) or the Manager of Specialty Infusion) (SI) to provide additional clinical documentation supporting the Compassionate Care extension. But if the additional documentation does not support the extension, the Account Executive should communicate this decision to the Renal Dietician, the patient's physician through the Renal Dietician, and the Insurance Coordinator and PFA for Renal, or, if an SI patient, to the SI patient's physician and the Patient Financial Advocate (PFA) for Specialty Infusion.

The Insurance Coordinator (Renal) or the Patient Financial Advocate for Specialty Infusion will document the decision to decline the extension of Compassionate Care in the patient's record in CPR+. For non-continuation of Renal Compassionate Care patients, the Renal Patient Financial Advocate and the respective Customer Service Representative should also be notified by the Insurance Coordinator.

Note: No Financial Assistance Application will be necessary for a Compassionate Care patient request.

The volume of Compassionate Cares will be monitored by the Patient Financial Advocate and the respective sales management. If the % of Compassionate Care patients becomes greater than the company guidelines, additional Compassionate Care requests will need to be escalated to the Vice President of Sales and the VP of Revenue Cycle Management for discussion and resolution. The % of Compassionate Care Specialty Infusion (SI) patients will be monitored by the Executive VP of Sales in conjunction with the Accounting and Revenue Cycle Management Departments.

Current Patients (Patients on service)

For patients who change insurance and either their new insurance plan does not cover the patient's therapy or the patient no longer has insurance coverage, the following process will be used:

Patients' insurance coverage plans are verified monthly via Zirmed for commercial plans and via the adjudication process for Part D plans. If the insurance coverage is returned as inactive or no coverage, an email will be sent to the Supervisor – Renal Customer Service or the SI Patient Financial Advocate informing them that the patient no longer has insurance coverage. These contact positions have the responsibility of coordinating actions with the respective staff within the Renal or SI departments to either discontinue the patient from the company's service or determine the patient will continue as a compassionate care patient.

All discharged patients will be documented appropriately regarding any and all communication and actions taken in the notes section of the patient's record in CPR+.

Tab 9-B

Question 9

Pentec Health, Inc. *No Insurance Coverage* Policy and Procedure (Attached)

pentec health

No Insurance Coverage Policy and Procedure

Department: Renal and Specialty Infusion	Version #: 1
Approved By:	Approval Date:
Effective Date: 2/20/2012	Last Updated: 2/1/2013
Author: Revenue Cycle Management	

Scope

This policy applies to Existing Renal and Specialty Infusion patients who are found to have no Insurance coverage for therapy being provided to them by the company.

Responsibility

The Insurance Coordinator, Customer Service Representative, Patient Financial Advocate, Account Executive, Pharmacy.

Policy Intent & Objectives

This policy establishes guidelines for the process to be used when it is discovered that a patient no longer has insurance coverage for the therapy being provided to them.

General Policy & Procedure Statement:

Renal

Because identification of "no insurance coverage" situations can originate from several sources, if an existing Renal Patient is found to have no insurance for the therapy being provided to them, the following procedure applies:

- The originating source (Billing, Collections, Renal Intake via Zirmed, etc.) will determine first whether the patient is an active patient.
- If the patient is active, an email will be sent to the respective Customer Service Representative (CSR) with a copy to the Supervisor – Customer Service, Renal Intake. A copy will also be sent to the lead Renal Biller if the originating source is Billing or to the Manager of Billing and Collections, if the originating source is Collections.
- If the patient is inactive, an email will be sent to the Renal Patient Financial Advocate (PFA) with a copy to the lead Renal Biller if the originating source is Billing or to the Manager of Billing and Collections, if the originating source is Collections.

For active patients:

- The CSR will immediately put the patient on hold in CPR+ and notify the

respective Account Executive (AE), the Registered Dietician (RD) of the Dialysis Unit, and Pharmacy.

- The CSR will advise the RD at the Dialysis Unit that he patient will resume therapy when new insurance is identified, verified and authorized for therapy being provided by the company.
- The CSR will contact the Social Worker (SW) at the Dialysis Unit to determine if there is or will be new insurance coverage for the patient.
- The CSR will place the patient on hold within CPR+ and document the actions taken in the notes section of the patient's account in CPR+.

New Insurance is Identified

- If new insurance coverage is identified for the patient, the Insurance Coordinator (IC) will verify, and secure appropriate authorization for the services from the insurance company. The IC will inform the CSR when the patient can resume the therapy. The IC will document the actions taken in the notes section of the patient's account in CPR+ as well as the new insurance information.
- The CSR will notify the Pharmacy to resume the patient's therapy and call the Dialysis Unit and inform the RD that the therapy will be resuming for the patient. The CSR will document the actions taken in the notes section of the patient's account in CPR+.

No New Insurance is Identified

- If no new or other insurance coverage is identified, the CSR will contact the Patient Financial Advocate (PFA) who will, in turn, contact the patient.
- The PFA will discuss the self-pay rates for the therapy with the patient and financial assistance that may be available to the patient. The PFA will forward appropriate financial assistance application forms to the patient as is determined by the conversation and allow 2 weeks for the paperwork to be returned.
- If the patient agrees to a full self-pay rate, the PFA will secure the amount via a credit card from the patient. If partial financial assistance is approved, the patient will be billed following the defined process for invoicing patients.

For inactive patients:

- The PFA will call the patient or caregiver to discuss payment options for the time period of non-coverage. The PFA will work within the financial assistance procedure defined by the company.
- All conversations with the patient or caregiver will be documented in the notes section of the patient's account in CPR+.
- The lead Renal Biller will determine based on the outcome of the conversation(s)

with the patient whether any bills in the Ready To Bill (RTB) file should be billed to the insurance company based on the information on file, to the patient or caregiver, or to a newly identified insurance company. As needed, bills may need to be adjusted or deleted from the Ready To Bill (RTB) file. Only the VP of Revenue Cycle Management or the Manager, Billing and Collections may approve bill deletions from the RTB file.

Specialty Infusion

If an existing Specialty Infusion (SI) patient is found to have no insurance for the therapy being provided to them, the following procedure applies:

- When it is determined a patient has no insurance, the respective Referral Coordinator on the SI intake team will contact the appropriate Case Manager and Account Executive (AE) to discuss the details concerning the patient.
- The Referral Coordinator, Case Manager, and AE will determine in conjunction with the physician's office the transition of the patient back to the physician's office.
- The patient's information will then be changed appropriately in CPR+ and documented within the patient's record.

Tab 9-C

Question 9

Pentec Health, Inc. *Financial Application* for Compassionate Care Patients (Attached)

Financial Application

pentec health

4 Creek Parkway, Suite A, Boothwyn, PA 19061 Phone: (800)223-4376
Fax: (800)355-1029

Patient Name_____

Responsible Party_____ Phone#_____

Relationship to Patient_____

Employment Status ☐ Employed ☐ Unemployed ☐ Retired ☐ Disabled

***Number of persons living at home with patient:_____ *This number should include patient*)**

Please complete all sections with most recent information.

Total Household Monthly Income		Total Household Assets
Employment	$_____	***Total Liquid Assets*** $_____
Disability	$_____	(Includes Checking Account, Savings Account, Money Market, Stock/Bond and Mutual Funds)
Social Security	$_____	
Other	$_____	
Total Household Monthly Income	$_____	
Total Household Monthly Expenses	$_____	

By signing below as the responsible party, I certify the information I have given as true and correct to the best of my knowledge. I understand that from time to time, Pentec Health may require me to update this information and the completion of this form does not guarantee approval by Pentec Health.

Responsible Party Signature_____ **Date** _____

For use by Pentec representative

Submitted by:_____ **Date:** __/__/__

Assistance Status:

Denied or Approved by:_____ Date:___/___/___

☐**Full waiver** ☐ **Declined**

☐**Partial waiver flat rate of $**_____**per weekly dispense or $**_____**per month or other $**_____

Comments:_____

Tab 9-D

Question 9

Pentec Health, Inc. Income Guidelines for Compassionate Care Patients (Attached)

Pentec - Co-Pay Grid

Fill In Patient Information to determine Co-Pay:

Family Size	Income	Liquid Assets
1	$0	$0
2	$0	$0
3	$0	$0
4	$0	$0
5	$0	$0
6	$0	$0
7	$0	$0
8	$0	$0

Co-Pay	$0
Pentec Receives (per year)	$0

200% of Federal Pverty Guidelines

	2012 HHS Poverty Guidelines			Income	Co-Pay Amount			Income	Co-Pay Amount			Income	Co-Pay Amount			Income	Co-Pay Amount			Income
Family size	48 Contiguous States and DC	Alaska	Hawaii	Meets guidelines for Pentec 100% waiver	Liquid Asset value under $25,000	Liquid Asset value over $25,000	Liquid Asset value over $50,000	Income amount is 110% of waiver guidelines	Liquid Asset value under $25,000	Liquid Asset value over $25,000	Liquid Asset value over $50,000	Income amount is 120% of waiver guidelines	Liquid Asset value under $25,000	Liquid Asset value over $25,000	Liquid Asset value over $50,000	Income amount is 130% of waiver guidelines	Liquid Asset value under $25,000	Liquid Asset value over $25,000	Liquid Asset value over $50,000	Income amount is 140% of waiver guidelines
1	$11,170	$13,970	$12,860	$22,340	$10.00	$15.00	$25.00	$24,574	$20.00	$25.00	$35.00	$26,808	$30.00	$35.00	$45.00	$29,042	$40.00	$45.00	$55.00	$31,276
2	$15,130	$18,920	$17,410	$30,260	$10.00	$15.00	$25.00	$33,286	$20.00	$25.00	$35.00	$36,312	$30.00	$35.00	$45.00	$39,338	$40.00	$45.00	$55.00	$42,364
3	$19,090	$23,870	$21,960	$38,180	$10.00	$15.00	$25.00	$41,998	$20.00	$25.00	$35.00	$45,816	$30.00	$35.00	$45.00	$49,634	$40.00	$45.00	$55.00	$53,452
4	$23,050	$28,820	$26,510	$46,100	$10.00	$15.00	$25.00	$50,710	$20.00	$25.00	$35.00	$55,320	$30.00	$35.00	$45.00	$59,930	$40.00	$45.00	$55.00	$64,540
5	$27,010	$33,770	$31,060	$54,020	$10.00	$15.00	$25.00	$59,422	$20.00	$25.00	$35.00	$64,824	$30.00	$35.00	$45.00	$70,226	$40.00	$45.00	$55.00	$75,628
6	$30,970	$38,720	$35,610	$61,940	$10.00	$15.00	$25.00	$68,134	$20.00	$25.00	$35.00	$74,328	$30.00	$35.00	$45.00	$80,522	$40.00	$45.00	$55.00	$86,716
7	$34,930	$43,670	$40,160	$69,860	$10.00	$15.00	$25.00	$76,846	$20.00	$25.00	$35.00	$83,832	$30.00	$35.00	$45.00	$90,818	$40.00	$45.00	$55.00	$97,804
8	$38,890	$48,620	$44,710	$77,780	$10.00	$15.00	$25.00	$85,558	$20.00	$25.00	$35.00	$93,336	$30.00	$35.00	$45.00	$101,114	$40.00	$45.00	$55.00	$108,892
For each additional person add	$3,960	$4,950	$4,550	**Pentec receives (per year)**	**$520.00**	**$780.00**	**$1,300.00**		**$1,040.00**	**$1,300.00**	**$1,820.00**		**$1,560.00**	**$1,820.00**	**$2,340.00**		**$2,080.00**	**$2,340.00**	**$2,860.00**	

Co-Pay Amount			Income	Co-Pay Amount			Income	Co-Pay Amount			Income	Co-Pay Amount			Income	Co-Pay Amount			Income	Co-Pay Amount			Income	Co-Pay Amount		
Liquid Asset value under $25,000	Liquid Asset value over $25,000	Liquid Asset value over $50,000	Income amount is 150% of waiver guidelines	Liquid Asset value under $25,000	Liquid Asset value over $25,000	Liquid Asset value over $50,000	Income amount is 160% of waiver guidelines	Liquid Asset value under $25,000	Liquid Asset value over $25,000	Liquid Asset value over $50,000	Income amount is 170% of waiver guidelines	Liquid Asset value under $25,000	Liquid Asset value over $25,000	Liquid Asset value over $50,000	Income amount is 180% of waiver guidelines	Liquid Asset value under $25,000	Liquid Asset value over $25,000	Liquid Asset value over $50,000	Income amount is 190% of waiver guidelines	Liquid Asset value under $25,000	Liquid Asset value over $25,000	Liquid Asset value over $50,000	Income amount is 200% of waiver guidelines	Liquid Asset value under $25,000	Liquid Asset value over $25,000	Liquid Asset value over $50,000
$50.00	$55.00	$65.00	$33,510	$60.00	$65.00	$75.00	$35,744	$70.00	$75.00	$85.00	$37,978	$80.00	$85.00	$95.00	$40,212	$90.00	$95.00	full co-pay	$42,446	$100.00	full co-pay	full co-pay	$44,680	full co-pay	full co-pay	full co-pay
$50.00	$55.00	$65.00	$45,390	$60.00	$65.00	$75.00	$48,416	$70.00	$75.00	$85.00	$51,442	$80.00	$85.00	$95.00	$54,468	$90.00	$95.00	full co-pay	$57,494	$100.00	full co-pay	full co-pay	$60,520	full co-pay	full co-pay	full co-pay
$50.00	$55.00	$65.00	$57,270	$60.00	$65.00	$75.00	$61,088	$70.00	$75.00	$85.00	$64,906	$80.00	$85.00	$95.00	$68,724	$90.00	$95.00	full co-pay	$72,542	$100.00	full co-pay	full co-pay	$76,360	full co-pay	full co-pay	full co-pay
$50.00	$55.00	$65.00	$69,150	$60.00	$65.00	$75.00	$73,760	$70.00	$75.00	$85.00	$78,370	$80.00	$85.00	$95.00	$82,980	$90.00	$95.00	full co-pay	$87,590	$100.00	full co-pay	full co-pay	$92,200	full co-pay	full co-pay	full co-pay
$50.00	$55.00	$65.00	$81,030	$60.00	$65.00	$75.00	$86,432	$70.00	$75.00	$85.00	$91,834	$80.00	$85.00	$95.00	$97,236	$90.00	$95.00	full co-pay	$102,638	$100.00	full co-pay	full co-pay	$108,040	full co-pay	full co-pay	full co-pay
$50.00	$55.00	$65.00	$92,910	$60.00	$65.00	$75.00	$99,104	$70.00	$75.00	$85.00	$105,298	$80.00	$85.00	$95.00	$111,492	$90.00	$95.00	full co-pay	$117,686	$100.00	full co-pay	full co-pay	$123,880	full co-pay	full co-pay	full co-pay
$50.00	$55.00	$65.00	$104,790	$60.00	$65.00	$75.00	$111,776	$70.00	$75.00	$85.00	$118,762	$80.00	$85.00	$95.00	$125,748	$90.00	$95.00	full co-pay	$132,734	$100.00	full co-pay	full co-pay	$139,720	full co-pay	full co-pay	full co-pay
$50.00	$55.00	$65.00	$116,670	$60.00	$65.00	$75.00	$124,448	$70.00	$75.00	$85.00	$132,226	$80.00	$85.00	$95.00	$140,004	$90.00	$95.00	full co-pay	$147,782	$100.00	full co-pay	full co-pay	$155,560	full co-pay	full co-pay	full co-pay
$2,600.00	**$2,860.00**	**$3,380.00**		**$3,120.00**	**$3,380.00**	**$3,900.00**		**$3,640.00**	**$3,900.00**	**$4,420.00**		**$4,160.00**	**$4,420.00**	**$4,940.00**		**$4,680.00**	**$4,940.00**			**$5,200.00**						

Pentec - Co-Pay Grid

225% of Federal Pverty Guidelines

Fill In Patient Information to determine Co-Pay:

Family Size	Income	Liquid Assets
1	$0	$0
2	$0	$0
3	$0	$0
4	$0	$0
5	$0	$0
6	$0	$0
7	$0	$0
8	$0	$0

Co-Pay	$0
Pentec Receives (per year)	$0

	2012 HHS Poverty Guidelines			Income	Co-Pay Amount			Income	Co-Pay Amount			Income	Co-Pay Amount			Income	Co-Pay Amount			Income
Family size	48 Contiguous States and DC	Alaska	Hawaii	Meets guidelines for Pentec 100% waiver	Liquid Asset value under $25,000	Liquid Asset value over $25,000	Liquid Asset value over $50,000	Income amount is 110% of waiver guidelines	Liquid Asset value under $25,000	Liquid Asset value over $25,000	Liquid Asset value over $50,000	Income amount is 120% of waiver guidelines	Liquid Asset value under $25,000	Liquid Asset value over $25,000	Liquid Asset value over $50,000	Income amount is 130% of waiver guidelines	Liquid Asset value under $25,000	Liquid Asset value over $25,000	Liquid Asset value over $50,000	Income amount is 140% of waiver guidelines
1	$11,170	$13,970	$12,860	$25,133	$10.00	$15.00	$25.00	$27,646	$20.00	$25.00	$35.00	$30,159	$30.00	$35.00	$45.00	$32,672	$40.00	$45.00	$55.00	$35,186
2	$15,130	$18,920	$17,410	$34,043	$10.00	$15.00	$25.00	$37,447	$20.00	$25.00	$35.00	$40,851	$30.00	$35.00	$45.00	$44,255	$40.00	$45.00	$55.00	$47,660
3	$19,090	$23,870	$21,960	$42,953	$10.00	$15.00	$25.00	$47,248	$20.00	$25.00	$35.00	$51,543	$30.00	$35.00	$45.00	$55,838	$40.00	$45.00	$55.00	$60,134
4	$23,050	$28,820	$26,510	$51,863	$10.00	$15.00	$25.00	$57,049	$20.00	$25.00	$35.00	$62,235	$30.00	$35.00	$45.00	$67,421	$40.00	$45.00	$55.00	$72,608
5	$27,010	$33,770	$31,060	$60,773	$10.00	$15.00	$25.00	$66,850	$20.00	$25.00	$35.00	$72,927	$30.00	$35.00	$45.00	$79,004	$40.00	$45.00	$55.00	$85,082
6	$30,970	$38,720	$35,610	$69,683	$10.00	$15.00	$25.00	$76,651	$20.00	$25.00	$35.00	$83,619	$30.00	$35.00	$45.00	$90,587	$40.00	$45.00	$55.00	$97,556
7	$34,930	$43,670	$40,160	$78,593	$10.00	$15.00	$25.00	$86,452	$20.00	$25.00	$35.00	$94,311	$30.00	$35.00	$45.00	$102,170	$40.00	$45.00	$55.00	$110,030
8	$38,890	$48,620	$44,710	$87,503	$10.00	$15.00	$25.00	$96,253	$20.00	$25.00	$35.00	$105,003	$30.00	$35.00	$45.00	$113,753	$40.00	$45.00	$55.00	$122,504
For each additional person add	$3,960	$4,950	$4,550	Pentec receives (per year)	$520.00	$780.00	$1,300.00		$1,040.00	$1,300.00	$1,820.00		$1,560.00	$1,820.00	$2,340.00		$2,080.00	$2,340.00	$2,860.00	

Co-Pay Amount			Income	Co-Pay Amount			Income	Co-Pay Amount			Income	Co-Pay Amount			Income	Co-Pay Amount			Income	Co-Pay Amount			Income	Co-Pay Amount		
Liquid Asset value under $25,000	Liquid Asset value over $25,000	Liquid Asset value over $50,000	Income amount is 150% of waiver guidelines	Liquid Asset value under $25,000	Liquid Asset value over $25,000	Liquid Asset value over $50,000	Income amount is 160% of waiver guidelines	Liquid Asset value under $25,000	Liquid Asset value over $25,000	Liquid Asset value over $50,000	Income amount is 170% of waiver guidelines	Liquid Asset value under $25,000	Liquid Asset value over $25,000	Liquid Asset value over $50,000	Income amount is 180% of waiver guidelines	Liquid Asset value under $25,000	Liquid Asset value over $25,000	Liquid Asset value over $50,000	Income amount is 190% of waiver guidelines	Liquid Asset value under $25,000	Liquid Asset value over $25,000	Liquid Asset value over $50,000	Income amount is 200% of waiver guidelines	Liquid Asset value under $25,000	Liquid Asset value over $25,000	Liquid Asset value over $50,000
$50.00	$55.00	$65.00	$37,699	$60.00	$65.00	$75.00	$40,212	$70.00	$75.00	$85.00	$42,725	$80.00	$85.00	$95.00	$45,239	$90.00	$95.00	full co-pay	$47,752	$100.00	full co-pay	full co-pay	$50,265	full co-pay	full co-pay	full co-pay
$50.00	$55.00	$65.00	$51,064	$60.00	$65.00	$75.00	$54,468	$70.00	$75.00	$85.00	$57,872	$80.00	$85.00	$95.00	$61,277	$90.00	$95.00	full co-pay	$64,681	$100.00	full co-pay	full co-pay	$68,085	full co-pay	full co-pay	full co-pay
$50.00	$55.00	$65.00	$64,429	$60.00	$65.00	$75.00	$68,724	$70.00	$75.00	$85.00	$73,019	$80.00	$85.00	$95.00	$77,315	$90.00	$95.00	full co-pay	$81,610	$100.00	full co-pay	full co-pay	$85,905	full co-pay	full co-pay	full co-pay
$50.00	$55.00	$65.00	$77,794	$60.00	$65.00	$75.00	$82,980	$70.00	$75.00	$85.00	$88,166	$80.00	$85.00	$95.00	$93,353	$90.00	$95.00	full co-pay	$98,539	$100.00	full co-pay	full co-pay	$103,725	full co-pay	full co-pay	full co-pay
$50.00	$55.00	$65.00	$91,159	$60.00	$65.00	$75.00	$97,236	$70.00	$75.00	$85.00	$103,313	$80.00	$85.00	$95.00	$109,391	$90.00	$95.00	full co-pay	$115,468	$100.00	full co-pay	full co-pay	$121,545	full co-pay	full co-pay	full co-pay
$50.00	$55.00	$65.00	$104,524	$60.00	$65.00	$75.00	$111,492	$70.00	$75.00	$85.00	$118,460	$80.00	$85.00	$95.00	$125,429	$90.00	$95.00	full co-pay	$132,397	$100.00	full co-pay	full co-pay	$139,365	full co-pay	full co-pay	full co-pay
$50.00	$55.00	$65.00	$117,889	$60.00	$65.00	$75.00	$125,748	$70.00	$75.00	$85.00	$133,607	$80.00	$85.00	$95.00	$141,467	$90.00	$95.00	full co-pay	$149,326	$100.00	full co-pay	full co-pay	$157,185	full co-pay	full co-pay	full co-pay
$50.00	$55.00	$65.00	$131,254	$60.00	$65.00	$75.00	$140,004	$70.00	$75.00	$85.00	$148,754	$80.00	$85.00	$95.00	$157,505	$90.00	$95.00	full co-pay	$166,255	$100.00	full co-pay	full co-pay	$175,005	full co-pay	full co-pay	full co-pay
$2,600.00	$2,860.00	$3,380.00		$3,120.00	$3,380.00	$3,900.00		$3,640.00	$3,900.00	$4,420.00		$4,160.00	$4,420.00	$4,940.00		$4,680.00	$4,940.00			$5,200.00						

Pentec - Co-Pay Grid

250% of Federal Pverty Guidelines

Fill In Patient Information to determine Co-Pay:

Family Size	Income	Liquid Assets
1	$0	$0
2	$0	$0
3	$0	$0
4	$0	$0
5	$0	$0
6	$0	$0
7	$0	$0
8	$0	$0

Co-Pay	$0
Pentec Receives (per year)	$0

	2012 HHS Poverty Guidelines			Income	Co-Pay Amount			Income	Co-Pay Amount			Income	Co-Pay Amount			Income	Co-Pay Amount			Income
Family size	48 Contiguous States and DC	Alaska	Hawaii	Meets guidelines for Pentec 100% waiver	Liquid Asset value under $25,000	Liquid Asset value over $25,000	Liquid Asset value over $50,000	Income amount is 110% of waiver guidelines	Liquid Asset value under $25,000	Liquid Asset value over $25,000	Liquid Asset value over $50,000	Income amount is 120% of waiver guidelines	Liquid Asset value under $25,000	Liquid Asset value over $25,000	Liquid Asset value over $50,000	Income amount is 130% of waiver guidelines	Liquid Asset value under $25,000	Liquid Asset value over $25,000	Liquid Asset value over $50,000	Income amount is 140% of waiver guidelines
1	$11,170	$13,970	$12,860	$27,925	$10.00	$15.00	$25.00	$30,718	$20.00	$25.00	$35.00	$33,510	$30.00	$35.00	$45.00	$36,303	$40.00	$45.00	$55.00	$39,095
2	$15,130	$18,920	$17,410	$37,825	$10.00	$15.00	$25.00	$41,608	$20.00	$25.00	$35.00	$45,390	$30.00	$35.00	$45.00	$49,173	$40.00	$45.00	$55.00	$52,955
3	$19,090	$23,870	$21,960	$47,725	$10.00	$15.00	$25.00	$52,498	$20.00	$25.00	$35.00	$57,270	$30.00	$35.00	$45.00	$62,043	$40.00	$45.00	$55.00	$66,815
4	$23,050	$28,820	$26,510	$57,625	$10.00	$15.00	$25.00	$63,388	$20.00	$25.00	$35.00	$69,150	$30.00	$35.00	$45.00	$74,913	$40.00	$45.00	$55.00	$80,675
5	$27,010	$33,770	$31,060	$67,525	$10.00	$15.00	$25.00	$74,278	$20.00	$25.00	$35.00	$81,030	$30.00	$35.00	$45.00	$87,783	$40.00	$45.00	$55.00	$94,535
6	$30,970	$38,720	$35,610	$77,425	$10.00	$15.00	$25.00	$85,168	$20.00	$25.00	$35.00	$92,910	$30.00	$35.00	$45.00	$100,653	$40.00	$45.00	$55.00	$108,395
7	$34,930	$43,670	$40,160	$87,325	$10.00	$15.00	$25.00	$96,058	$20.00	$25.00	$35.00	$104,790	$30.00	$35.00	$45.00	$113,523	$40.00	$45.00	$55.00	$122,255
8	$38,890	$48,620	$44,710	$97,225	$10.00	$15.00	$25.00	$106,948	$20.00	$25.00	$35.00	$116,670	$30.00	$35.00	$45.00	$126,393	$40.00	$45.00	$55.00	$136,115
For each additional person add	$3,960	$4,950	$4,550	Pentec receives (per year)	$520.00	$780.00	$1,300.00		$1,040.00	$1,300.00	$1,820.00		$1,560.00	$1,820.00	$2,340.00		$2,080.00	$2,340.00	$2,860.00	

Co-Pay Amount			Income	Co-Pay Amount			Income	Co-Pay Amount			Income	Co-Pay Amount			Income	Co-Pay Amount			Income	Co-Pay Amount			Income	Co-Pay Amount		
Liquid Asset value under $25,000	Liquid Asset value over $25,000	Liquid Asset value over $50,000	Income amount is 150% of waiver guidelines	Liquid Asset value under $25,000	Liquid Asset value over $25,000	Liquid Asset value over $50,000	Income amount is 160% of waiver guidelines	Liquid Asset value under $25,000	Liquid Asset value over $25,000	Liquid Asset value over $50,000	Income amount is 170% of waiver guidelines	Liquid Asset value under $25,000	Liquid Asset value over $25,000	Liquid Asset value over $50,000	Income amount is 180% of waiver guidelines	Liquid Asset value under $25,000	Liquid Asset value over $25,000	Liquid Asset value over $50,000	Income amount is 190% of waiver guidelines	Liquid Asset value under $25,000	Liquid Asset value over $25,000	Liquid Asset value over $50,000	Income amount is 200% of waiver guidelines	Liquid Asset value under $25,000	Liquid Asset value over $25,000	Liquid Asset value over $50,000
$50.00	$55.00	$65.00	$41,888	$60.00	$65.00	$75.00	$44,680	$70.00	$75.00	$85.00	$47,473	$80.00	$85.00	$95.00	$50,265	$90.00	$95.00	full co-pay	$53,058	$100.00	full co-pay	full co-pay	$55,850	full co-pay	full co-pay	full co-pay
$50.00	$55.00	$65.00	$56,738	$60.00	$65.00	$75.00	$60,520	$70.00	$75.00	$85.00	$64,303	$80.00	$85.00	$95.00	$68,085	$90.00	$95.00	full co-pay	$71,868	$100.00	full co-pay	full co-pay	$75,650	full co-pay	full co-pay	full co-pay
$50.00	$55.00	$65.00	$71,588	$60.00	$65.00	$75.00	$76,360	$70.00	$75.00	$85.00	$81,133	$80.00	$85.00	$95.00	$85,905	$90.00	$95.00	full co-pay	$90,678	$100.00	full co-pay	full co-pay	$95,450	full co-pay	full co-pay	full co-pay
$50.00	$55.00	$65.00	$86,438	$60.00	$65.00	$75.00	$92,200	$70.00	$75.00	$85.00	$97,963	$80.00	$85.00	$95.00	$103,725	$90.00	$95.00	full co-pay	$109,488	$100.00	full co-pay	full co-pay	$115,250	full co-pay	full co-pay	full co-pay
$50.00	$55.00	$65.00	$101,288	$60.00	$65.00	$75.00	$108,040	$70.00	$75.00	$85.00	$114,793	$80.00	$85.00	$95.00	$121,545	$90.00	$95.00	full co-pay	$128,298	$100.00	full co-pay	full co-pay	$135,050	full co-pay	full co-pay	full co-pay
$50.00	$55.00	$65.00	$116,138	$60.00	$65.00	$75.00	$123,880	$70.00	$75.00	$85.00	$131,623	$80.00	$85.00	$95.00	$139,365	$90.00	$95.00	full co-pay	$147,108	$100.00	full co-pay	full co-pay	$154,850	full co-pay	full co-pay	full co-pay
$50.00	$55.00	$65.00	$130,988	$60.00	$65.00	$75.00	$139,720	$70.00	$75.00	$85.00	$148,453	$80.00	$85.00	$95.00	$157,185	$90.00	$95.00	full co-pay	$165,918	$100.00	full co-pay	full co-pay	$174,650	full co-pay	full co-pay	full co-pay
$50.00	$55.00	$65.00	$145,838	$60.00	$65.00	$75.00	$155,560	$70.00	$75.00	$85.00	$165,283	$80.00	$85.00	$95.00	$175,005	$90.00	$95.00	full co-pay	$184,728	$100.00	full co-pay	full co-pay	$194,450	full co-pay	full co-pay	full co-pay
$2,600.00	$2,860.00	$3,380.00		$3,120.00	$3,380.00	$3,900.00		$3,640.00	$3,900.00	$4,420.00		$4,160.00	$4,420.00	$4,940.00		$4,680.00	$4,940.00			$5,200.00						

Pentec - Co-Pay Grid

Fill In Patient Information to determine Co-Pay:

Family Size	Income	Liquid Assets
1	$0	$0
2	$0	$0
3	$0	$0
4	$0	$0
5	$0	$0
6	$0	$0
7	$0	$0
8	$0	$0

Co-Pay	$0
Pentec Receives (per year)	$0

300% of Federal Pverty Guidelines

	2012 HHS Poverty Guidelines			Income	Co-Pay Amount			Income	Co-Pay Amount			Income	Co-Pay Amount			Income	Co-Pay Amount			Income
Family size	48 Contiguous States and DC	Alaska	Hawaii	Meets guidelines for Pentec 100% waiver	Liquid Asset value under $25,000	Liquid Asset value over $25,000	Liquid Asset value over $50,000	Income amount is 110% of waiver guidelines	Liquid Asset value under $25,000	Liquid Asset value over $25,000	Liquid Asset value over $50,000	Income amount is 120% of waiver guidelines	Liquid Asset value under $25,000	Liquid Asset value over $25,000	Liquid Asset value over $50,000	Income amount is 130% of waiver guidelines	Liquid Asset value under $25,000	Liquid Asset value over $25,000	Liquid Asset value over $50,000	Income amount is 140% of waiver guidelines
1	$11,170	$13,970	$12,860	$33,510	$10.00	$15.00	$25.00	$36,861	$20.00	$25.00	$35.00	$40,212	$30.00	$35.00	$45.00	$43,563	$40.00	$45.00	$55.00	$46,914
2	$15,130	$18,920	$17,410	$45,390	$10.00	$15.00	$25.00	$49,929	$20.00	$25.00	$35.00	$54,468	$30.00	$35.00	$45.00	$59,007	$40.00	$45.00	$55.00	$63,546
3	$19,090	$23,870	$21,960	$57,270	$10.00	$15.00	$25.00	$62,997	$20.00	$25.00	$35.00	$68,724	$30.00	$35.00	$45.00	$74,451	$40.00	$45.00	$55.00	$80,178
4	$23,050	$28,820	$26,510	$69,150	$10.00	$15.00	$25.00	$76,065	$20.00	$25.00	$35.00	$82,980	$30.00	$35.00	$45.00	$89,895	$40.00	$45.00	$55.00	$96,810
5	$27,010	$33,770	$31,060	$81,030	$10.00	$15.00	$25.00	$89,133	$20.00	$25.00	$35.00	$97,236	$30.00	$35.00	$45.00	$105,339	$40.00	$45.00	$55.00	$113,442
6	$30,970	$38,720	$35,610	$92,910	$10.00	$15.00	$25.00	$102,201	$20.00	$25.00	$35.00	$111,492	$30.00	$35.00	$45.00	$120,783	$40.00	$45.00	$55.00	$130,074
7	$34,930	$43,670	$40,160	$104,790	$10.00	$15.00	$25.00	$115,269	$20.00	$25.00	$35.00	$125,748	$30.00	$35.00	$45.00	$136,227	$40.00	$45.00	$55.00	$146,706
8	$38,890	$48,620	$44,710	$116,670	$10.00	$15.00	$25.00	$128,337	$20.00	$25.00	$35.00	$140,004	$30.00	$35.00	$45.00	$151,671	$40.00	$45.00	$55.00	$163,338
For each additional person add	$3,960	$4,950	$4,550	**Pentec receives (per year)**	**$520.00**	**$780.00**	**$1,300.00**		**$1,040.00**	**$1,300.00**	**$1,820.00**		**$1,560.00**	**$1,820.00**	**$2,340.00**		**$2,080.00**	**$2,340.00**	**$2,860.00**	

Co-Pay Amount			Income	Co-Pay Amount			Income	Co-Pay Amount			Income	Co-Pay Amount			Income	Co-Pay Amount			Income	Co-Pay Amount			Income	Co-Pay Amount		
Liquid Asset value under $25,000	Liquid Asset value over $25,000	Liquid Asset value over $50,000	Income amount is 150% of waiver guidelines	Liquid Asset value under $25,000	Liquid Asset value over $25,000	Liquid Asset value over $50,000	Income amount is 160% of waiver guidelines	Liquid Asset value under $25,000	Liquid Asset value over $25,000	Liquid Asset value over $50,000	Income amount is 170% of waiver guidelines	Liquid Asset value under $25,000	Liquid Asset value over $25,000	Liquid Asset value over $50,000	Income amount is 180% of waiver guidelines	Liquid Asset value under $25,000	Liquid Asset value over $25,000	Liquid Asset value over $50,000	Income amount is 190% of waiver guidelines	Liquid Asset value under $25,000	Liquid Asset value over $25,000	Liquid Asset value over $50,000	Income amount is 200% of waiver guidelines	Liquid Asset value under $25,000	Liquid Asset value over $25,000	Liquid Asset value over $50,000
$50.00	$55.00	$65.00	$50,265	$60.00	$65.00	$75.00	$53,616	$70.00	$75.00	$85.00	$56,967	$80.00	$85.00	$95.00	$60,318	$90.00	$95.00	full co-pay	$63,669	$100.00	full co-pay	full co-pay	$67,020	full co-pay	full co-pay	full co-pay
$50.00	$55.00	$65.00	$68,085	$60.00	$65.00	$75.00	$72,624	$70.00	$75.00	$85.00	$77,163	$80.00	$85.00	$95.00	$81,702	$90.00	$95.00	full co-pay	$86,241	$100.00	full co-pay	full co-pay	$90,780	full co-pay	full co-pay	full co-pay
$50.00	$55.00	$65.00	$85,905	$60.00	$65.00	$75.00	$91,632	$70.00	$75.00	$85.00	$97,359	$80.00	$85.00	$95.00	$103,086	$90.00	$95.00	full co-pay	$108,813	$100.00	full co-pay	full co-pay	$114,540	full co-pay	full co-pay	full co-pay
$50.00	$55.00	$65.00	$103,725	$60.00	$65.00	$75.00	$110,640	$70.00	$75.00	$85.00	$117,555	$80.00	$85.00	$95.00	$124,470	$90.00	$95.00	full co-pay	$131,385	$100.00	full co-pay	full co-pay	$138,300	full co-pay	full co-pay	full co-pay
$50.00	$55.00	$65.00	$121,545	$60.00	$65.00	$75.00	$129,648	$70.00	$75.00	$85.00	$137,751	$80.00	$85.00	$95.00	$145,854	$90.00	$95.00	full co-pay	$153,957	$100.00	full co-pay	full co-pay	$162,060	full co-pay	full co-pay	full co-pay
$50.00	$55.00	$65.00	$139,365	$60.00	$65.00	$75.00	$148,656	$70.00	$75.00	$85.00	$157,947	$80.00	$85.00	$95.00	$167,238	$90.00	$95.00	full co-pay	$176,529	$100.00	full co-pay	full co-pay	$185,820	full co-pay	full co-pay	full co-pay
$50.00	$55.00	$65.00	$157,185	$60.00	$65.00	$75.00	$167,664	$70.00	$75.00	$85.00	$178,143	$80.00	$85.00	$95.00	$188,622	$90.00	$95.00	full co-pay	$199,101	$100.00	full co-pay	full co-pay	$209,580	full co-pay	full co-pay	full co-pay
$50.00	$55.00	$65.00	$175,005	$60.00	$65.00	$75.00	$186,672	$70.00	$75.00	$85.00	$198,339	$80.00	$85.00	$95.00	$210,006	$90.00	$95.00	full co-pay	$221,673	$100.00	full co-pay	full co-pay	$233,340	full co-pay	full co-pay	full co-pay
$2,600.00	**$2,860.00**	**$3,380.00**		**$3,120.00**	**$3,380.00**	**$3,900.00**		**$3,640.00**	**$3,900.00**	**$4,420.00**		**$4,160.00**	**$4,420.00**	**$4,940.00**		**$4,680.00**	**$4,940.00**			**$5,200.00**						

Tab 17

Question 17

Summary of Pentec's Primary Care Nurse Training and Certification Program

A summary of Pentec's Primary Care Nurse training and certification program follows:

1. Primary Care Nurses ("PCNs") are interviewed and selected by a member of Pentec's Primary Care Nurse training team ("Training Team"), a Lead Regional Nurse and/or the Executive Director of Nursing. The Training Team is comprised of senior Primary Care Nurses dedicated to the Primary Care Nurse training and certification program.

2. All new PCNs are oriented to Pentec policies and procedures by a member of the Training Team and a Lead Regional Nurse as part of their orientation. This is provided during an extensive classroom presentation. The first week of classroom training is presented by the Lead Regional Nurse and the second week by a member of the Training Team.

3. During classroom training, the new PCN is given hands-on practice with the N'Vision Programmer (the device used to program intrathecal pumps) and practice with accessing Synchromed intrathecal pumps as well as practice with the EMR system. The new PCN is introduced to the clientele served by Pentec along with the theory behind administration of intrathecal medications via an implanted pump.

4. Following completion of the classroom session, the new PCNs will spend one to two weeks in a high-volume patient service area (Pennsylvania or other high volume area) to do intensive field training with a member of the Training Team ("Nurse Trainer"). This field training will encompass all aspects of care including new admissions, pump refills, pump adjustments, physician contact and documentation. If a longer period is needed this will be arranged on an individual basis. At the end of the field training, an "Orientation Progress Report" will be initiated via conference call. At this time a mentor is also assigned to continue contact with the new PCN.

5. After completion of the period of intensive field training, the new PCN is returned to his or her home area for further field training. The new PCN will be accompanied by a Nurse Trainer on all patient pump refills, and will perform refills under the observation of the Nurse Trainer.

6. Upon the new PCN's return to his or her home area, the mentor will follow up with phone calls to provide both technical and emotional support to the new PCN. This will assist with adapting the strategies of training to the existing setting and allow for mastering of new strategies for the day-to-day functioning of the new PCN. This will also provide and

avenue for the new PCN to voice concerns about patients, therapies, protocols, fellow nurses and Nurse Trainers.

7. Orientation is not completed until the Nurse Trainer and the new PCN are in agreement that the new PCN has successfully completed all areas of the "Initial Competency Tool for Nurses" (an evaluation tool containing standards that all new PCNs are required to meet). Another conference call will be done at this time and an "Orientation Progress Final Report" will be completed.

8. All PCNs are held accountable to the requirements of the job description for Primary Care Nurses on an ongoing basis.

9. The Lead Regional Nurse arranges for onsite visits a minimum of once a year for the purpose of performance evaluations of PCNs. The "Annual Competency Tool for Nurses, Intrathecal Pump" (an evaluation tool containing standards that all PCNs, regardless of experience level, are required to meet) will be completed annually for all PCNs, and must show that they are competent to perform all necessary procedures.

Tab 20

Question 20 A

Audited Consolidated Financial Statements of Pentech Holdings, Inc. (100%-Owner of Applicant Pentec Health, Inc.) for the Year Ended December 31, 2011 (Attached)

PENTECH HOLDINGS, INC. & SUBSIDIARIES

CONSOLIDATED FINANCIAL STATEMENTS

Years Ended December 31, 2011 and 2010

PENTECH HOLDINGS, INC. & SUBSIDIARIES

Years Ended December 31, 2011 and 2010

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Mayer Hoffman McCann P.C.
An Independent CPA Firm

401 Plymouth Road, Suite 200
Plymouth Meeting, Pennsylvania 19462
610-862-2200 ph
610-862-2500 fx
www.mhm-pc.com

INDEPENDENT AUDITORS' REPORT

To the Board of Directors of

Pentech Holdings, Inc.

We have audited the accompanying consolidated balance sheets of Pentech Holdings, Inc. & Subsidiaries as of December 31, 2011 and 2010, and the related consolidated statements of income, changes in stockholders' equity, and cash flows for the years then ended. These consolidated financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these consolidated financial statements based on our audits.

We conducted our audits in accordance with U.S. generally accepted auditing standards. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the consolidated financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the consolidated financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the consolidated financial statements referred to above present fairly in all material respects, the financial position of Pentech Holdings, Inc. & Subsidiaries as of December 31, 2011 and 2010, and the results of their operations and their cash flows for the years then ended in conformity with U.S. generally accepted accounting principles.

Mayer Hoffman McCann P.C.

Plymouth Meeting, Pennsylvania
March 14, 2012

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PENTECH HOLDINGS, INC. & SUBSIDIARIES

CONSOLIDATED BALANCE SHEETS

December 31, 2011 and 2010

	2011	2010
ASSETS		
CURRENT ASSETS		
Cash	$ 5,076,908	$ 4,376,213
Accounts receivable, less allowance for losses (2011 - $1,332,143; 2010 - $1,107,302)	7,543,082	7,122,995
Inventories	754,726	692,052
Prepaid expenses and other current assets	637,541	367,625
Prepaid income taxes	-	85,342
Deferred tax asset	829,086	1,023,149
TOTAL CURRENT ASSETS	14,841,343	13,667,376
PROPERTY AND EQUIPMENT, at cost, less accumulated depreciation and amortization	2,756,412	2,325,061
OTHER ASSETS		
Goodwill	46,268,151	46,268,151
Tradenames	1,881,432	1,881,432
Amortizable intangibles, net	345,168	434,205
Deferred financing costs, net	1,442,746	89,455
Deposits and other long-term assets	65,155	49,638
TOTAL OTHER ASSETS	50,002,652	48,722,881
TOTAL ASSETS	$ 67,600,407	$ 64,715,318

	2011	2010
LIABILITIES		
CURRENT LIABILITIES		
Current portion of long-term debt	$ 5,566,618	$ 2,760,809
Current portion of capital leases	200,313	-
Accounts payable	1,687,235	725,375
Accrued payroll and related liabilities	1,522,814	1,570,250
Credits due payors	500,908	451,138
Income taxes payable	390,805	-
Other accrued expenses	1,319,825	1,603,502
TOTAL CURRENT LIABILITIES	11,188,518	7,111,074
LONG-TERM LIABILITIES		
Long-term debt, less current portion above	38,227,132	8,972,627
Capital leases, less current portion above	316,508	-
Deferred tax liabilities	5,611,401	4,299,074
Deferred rent	119,892	208,036
TOTAL LONG-TERM LIABILITIES	44,274,933	13,479,737
TOTAL LIABILITIES	55,463,451	20,590,811
STOCKHOLDERS' EQUITY		
CAPITAL CONTRIBUTED		
Convertible preferred stock, $.01 par value; 958,333 shares authorized, issued and outstanding	9,583	9,583
Common stock, $.01 par value; shares authorized - 1,815,766; shares issued - 2011 - 166,053; 2010 - 125,606 shares outstanding - 2011 - 163,954; 2010 - 125,606	1,660	1,256
Additional paid-in capital	29,645,148	29,299,867
TOTAL CAPITAL CONTRIBUTED	29,656,391	29,310,706
RETAINED EARNINGS (DEFICIT)	(17,482,304)	14,813,801
TREASURY STOCK, at cost (2,099 shares)	(37,131)	-
TOTAL STOCKHOLDERS' EQUITY	12,136,956	44,124,507
TOTAL LIABILITIES AND STOCKHOLDERS' EQUITY	$ 67,600,407	$ 64,715,318

See Notes to Financial Statements

PENTECH HOLDINGS, INC. & SUBSIDIARIES

CONSOLIDATED STATEMENTS OF INCOME

Years Ended December 31, 2011 and 2010

	2011	2010
NET REVENUE	$ 61,928,953	$ 45,526,683
COST OF PATIENT SERVICES	18,893,173	14,087,098
GROSS MARGIN	43,035,780	31,439,585
OPERATING EXPENSES		
Sales and marketing	7,692,369	5,669,250
General and administrative	11,730,978	8,898,943
Depreciation and amortization	1,171,029	678,721
Amortization, intangibles	144,878	138,231
Provision for bad debts	4,002,959	2,742,463
Stock-based compensation	71,041	105,632
TOTAL OPERATING EXPENSES	24,813,254	18,233,240
OPERATING INCOME	18,222,526	13,206,345
OTHER INCOME (EXPENSES)		
Gain (loss) on disposal of property and equipment	(11,920)	2,000
Interest income	18,379	17,538
Interest expense	(2,598,039)	(764,414)
TOTAL OTHER INCOME (EXPENSES)	(2,591,580)	(744,876)
INCOME BEFORE PROVISION FOR INCOME TAXES	15,630,946	12,461,469
PROVISION FOR INCOME TAXES	6,196,844	4,625,415
NET INCOME	$ 9,434,102	$ 7,836,054

See Notes to Financial Statements

PENTECH HOLDINGS, INC. & SUBSIDIARIES

CONSOLIDATED STATEMENTS OF CHANGES IN STOCKHOLDERS' EQUITY

Years Ended December 31, 2011 and 2010

	Convertible Preferred Stock		Common Stock		Additional Paid-in Capital	Retained Earnings (Deficit)	Treasury Stock		Total Stockholders' Equity
	Shares	Amount	Shares	Amount			Shares	Amount	
Balances, December 31, 2009	958,333	$ 9,583	123,544	$ 1,236	$ 29,177,430	$ 6,977,747	-	$ -	$ 36,165,996
Issuance of common stock	-	-	2,062	20	16,805	-	-	-	16,825
Stock-based compensation	-	-	-	-	105,632	-	-	-	105,632
Net income	-	-	-	-	-	7,836,054	-	-	7,836,054
Balances, December 31, 2010	958,333	9,583	125,606	1,256	29,299,867	14,813,801	-	-	44,124,507
Issuance of common stock	-	-	40,447	404	274,240	-	-	-	274,644
Stock-based compensation	-	-	-	-	71,041	-	-	-	71,041
Purchase of treasury stock	-	-	-	-	-	-	2,099	(37,131)	(37,131)
Dividends paid	-	-	-	-	-	(41,730,207)	-	-	(41,730,207)
Net income	-	-	-	-	-	9,434,102	-	-	9,434,102
Balances, December 31, 2011	958,333	$ 9,583	166,053	$ 1,660	$ 29,645,148	$ (17,482,304)	2,099	$ (37,131)	$ 12,136,956

See Notes to Financial Statements

PENTECH HOLDINGS, INC. & SUBSIDIARIES

CONSOLIDATED STATEMENTS OF CASH FLOWS

Years Ended December 31, 2011 and 2010

	2011	2010
CASH FLOWS FROM OPERATING ACTIVITIES		
Net income	$ 9,434,102	$ 7,836,054
Adjustments to reconcile net income to net cash flows from operating activities		
Depreciation and amortization	1,315,907	816,952
Amortization of deferred financing costs	299,724	284,174
Deferred rent	(88,144)	(80,330)
Loss (gain) on disposal of property and equipment	11,920	(2,000)
Stock-based compensation	71,041	105,632
Unrealized loss on interest rate swap	129,781	-
Deferred income taxes	1,506,390	1,321,983
Provision for bad debts	4,002,959	2,742,463
Decrease (increase) in operating assets		
Accounts receivable	(4,423,046)	(4,786,309)
Inventories	(62,674)	43,970
Prepaid expenses and other current assets	(269,916)	(218,808)
Prepaid income taxes	85,342	327,254
Increase (decrease) in operating liabilities		
Accounts payable	961,860	(93,590)
Accrued payroll and related liabilities	(47,436)	89,425
Credits due payors	49,770	(109,590)
Other accrued expenses	(413,458)	(371,367)
Income taxes payable	390,805	-
NET CASH FLOWS FROM OPERATING ACTIVITIES	12,954,927	7,905,913
CASH FLOWS FROM INVESTING ACTIVITIES		
Purchase of property and equipment	(976,392)	(1,491,592)
Proceeds from the sale of property and equipment	4,000	2,000
Deposits and other long-term assets	(15,517)	-
Sublease deposit	-	(10,313)
Cash paid for amortizable intangibles	(55,841)	(109,116)
NET CASH FLOWS FROM INVESTING ACTIVITIES	(1,043,750)	(1,609,021)
CASH FLOWS FROM FINANCING ACTIVITIES		
Proceeds from long-term debt	49,500,000	-
Repayment of long-term debt	(17,439,686)	(3,030,607)
Repayments under capital leases	(125,087)	-
Payment of deferred financing costs	(1,653,015)	(134,182)
Payment of dividends	(41,730,207)	-
Cash paid for treasury stock	(37,131)	-
Cash received from sale of common stock	274,644	16,825
NET CASH FLOWS FROM FINANCING ACTIVITIES	(11,210,482)	(3,147,964)
NET INCREASE IN CASH	700,695	3,148,928
CASH, BEGINNING OF YEAR	4,376,213	1,227,285
CASH, END OF YEAR	$ 5,076,908	$ 4,376,213

See Notes to Financial Statements

PENTECH HOLDINGS, INC. & SUBSIDIARIES

CONSOLIDATED STATEMENTS OF CASH FLOWS (CONTINUED)

Years Ended December 31, 2011 and 2010

	2011	2010
SUPPLEMENTAL DISCLOSURE OF CASH FLOW INFORMATION:		
Cash paid:		
Interest	$ 2,159,588	$ 486,807
Income taxes	$ 4,214,307	$ 2,976,178
SUPPLEMENTAL DISCLOSURE OF NONCASH INVESTING AND FINANCING ACTIVITIES:		
Acquisition of medical equipment under capital lease	$ 641,908	$ -

See Notes to Financial Statements

PENTECH HOLDINGS, INC. & SUBSIDIARIES

NOTES TO FINANCIAL STATEMENTS

(1) Summary of significant accounting policies

Basis of presentation - The accompanying consolidated financial statements include the accounts of Pentech Holdings, Inc. ("Holdings") and its wholly-owned subsidiaries, Pentec Health, Inc. ("Health"), Delaware Valley Home Care, Inc. ("DVHC"), and Pentech Home Health, Inc. ("PHH") (collectively, the "Company" or "Pentec Health"), which were acquired on May 4, 2006. All significant transactions between the companies have been eliminated in consolidation. In September 2006, the Company changed the name of its operating business from Pentech Infusions, Inc. to Pentec Health, Inc.

Nature of business - Health, which started operations approximately thirty years ago, is a national, privately held, specialty infusion services company focused on providing complex pharmaceutical products and clinical services to nonhospitalized patients via cost effective methods. The Company is headquartered in Boothwyn, Pennsylvania. The Company has focused on nutrition therapies for patients suffering from chronic renal failure, chronic pain management and spasticity. The Company is reimbursed for its services by private insurance companies, Medicare under Part B and Part D, and various state Medicaid programs.

Use of estimates - The preparation of the consolidated financial statements in conformity with U.S. generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the consolidated financial statements, and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates.

Cash and concentration of credit risk - The Company maintains its cash at one bank, which at times, may exceed the federally insured limit.

Revenue and cost recognition - Revenue is reported at the estimated net realized amounts from third-party payors and others for pharmaceutical products and services provided to patients. These services primarily involve the distribution of specialty drugs to patients' homes or dialysis centers. Revenue is billed based upon the Company's usual and customary charges for the products and services provided, with reimbursement often indexed to Average Wholesale Price. Revenue is recognized upon confirmation of delivery of the products to the patient.

The amount of revenue recorded is based on the volume of pharmaceutical products and services provided during a given period and is based on contractual terms for the patients under healthcare plans for which there are formal agreements, historical collection experience, historical trends of refunds and payor payment adjustments, and regulatory compliance issues.

Revenue recognition uncertainties inherent in the healthcare industry are addressed in Financial Accounting Standards Board ("FASB") Accounting Standards Codification ("ASC") 954-605, "Revenue Recognition for Health Care Entities." As specified in the guidance, net revenue recognition and allowances for uncollectible billings require the use of estimates of the amounts that will ultimately be realized considering, among other items, the retroactive adjustments that may be associated with regulatory reviews, audits, billing reviews and other matters. Estimates for future audits and adjustments, which may be based on differences in the interpretation of healthcare contracts, are recorded currently as a reduction of revenue and reflected as an accrued liability.

If in a subsequent period it is determined that the original estimate of revenue was incorrect, revenue would be adjusted in that subsequent period. Such adjustments have historically not been material to results of operations or financial position.

(1) **Summary of significant accounting policies (continued)**

Revenue and cost recognition (continued) - Cost of Patient Services include all pharmaceutical costs and supplies, direct labor, subcontracting, equipment costs, as well as indirect costs related to providing medical goods to patients such as shipping and handling costs, ancillary supplies, and repair and maintenance costs of delivery vehicles.

Accounts receivable and allowance for losses - Accounts receivable are reported net of contractual adjustments and allowance for losses. The majority of the Company's accounts receivable are due from private insurance carriers and government healthcare programs such as Medicare or Medicaid.

The Company records an allowance for losses in each period based on several factors, including past accounts receivable collection history and the balance and aging composition of accounts receivable.

Inventories - Inventories, consisting of pharmaceuticals and medical supplies, are stated at the lower of cost (first-in, first-out method) or market.

Property and equipment - All property and equipment is stated at cost. Depreciation and amortization are computed on the straight-line methods over the following estimated useful lives:

Assets	Estimated Useful Lives
Furniture and office equipment	3 - 7 Years
Medical equipment	3 - 10 Years
Medical equipment under capital lease	Life of Lease
Computer software and equipment	3 - 5 Years
Vehicles	5 Years
Leasehold improvements	Life of Lease
Furniture and equipment under capital lease	Life of Lease

Upon retirement or disposal of property and equipment, the costs and accumulated depreciation or amortization are removed from the accounts, and any gain or loss is reflected in operations. Expenditures for maintenance and repairs are charged to operations when incurred.

Impairment of long-lived assets - In accordance with FASB ASC 360, "Accounting for the Impairment or Disposal of Long-Lived Assets," the Company assesses the recoverability of its long-lived assets based on estimated future operating cash flows. If the Company determines that the carrying values have been impaired, the measurement and recognition of the impairment will be based on estimated future discounted operating cash flows or through independent valuations. As of December 31, 2011 and 2010 management believes that the carrying value of these assets has not been impaired.

(1) **Summary of significant accounting policies (continued)**

Goodwill and intangible assets - Goodwill represents the difference between the purchase cost of an acquired business and the fair market value of the identifiable tangible and intangible net assets acquired. In accordance with FASB ASC 350-20, goodwill and trade names that have an indefinite life are not amortized but are assessed at least annually for potential impairment by comparing the fair value of the recorded asset to its carrying amount. As a result of the Company's evaluation, no impairment existed as of December 31, 2011 and 2010.

FASB ASC 350 requires a two-step process be performed to analyze whether or not goodwill has been impaired. Step one requires that the fair value of the reporting unit be compared to its carrying value. If the fair value of the reporting unit is higher than its carrying value, no impairment is indicated and there is no need to perform the second step of the process. If the fair value of the reporting unit is lower than its carrying value, step two must be evaluated. Step two requires that a hypothetical purchase price allocation analysis be done to reflect the implied fair value of goodwill. This implied fair value is then compared to the carrying value of goodwill. If the fair value is lower than the carrying value, impairment must be recorded. There was no impairment on goodwill as of December 31, 2011 and 2010.

The fair value measurements employed by the Company's impairment evaluations were generally based on a discounted cash flow approach and review of market data, which falls within Level 3 of the fair value hierarchy.

Amortizable intangible assets represent, primarily, customer and network relationships and noncompetition agreements, which have determinate useful lives. Customer and network relationships, noncompetition and similar agreements are amortized over the expected life of the assets or term of the agreement, as indicated below, using the straight-line method. Amortization expense was $144,878 and $138,231 for the years ended December 31, 2011 and 2010, respectively.

Costs incurred in connection with developing a patent for a nutritional product called Proplete ® have been capitalized and are amortized over the estimated life of the patent, using the straight-line method. The following is a summary of amortizable intangible assets, less accumulated amortization, as of December 31, 2011 and 2010:

	Expected Life or Term (Years)	2011	2010
Cost			
Customer relationships	2	$ 2,064,596	$ 2,064,596
Noncompete agreements	2 - 7	2,609,194	2,609,194
Network relationships	5 - 7	699,556	699,556
Patent	17	227,203	171,362
Total cost		5,600,549	5,544,708
Accumulated amortization		5,255,381	5,110,503
Amortizable intangibles, net		$ 345,168	$ 434,205

(1) **Summary of significant accounting policies (continued)**

Goodwill and intangible assets (continued) - Amortization of customer and network relationships, noncompetition agreements and patent for each of the next five years is as follows:

Years Ending December 31,		
2012	$	145,613
2013	$	21,545
2014	$	13,365
2015	$	13,365
2016	$	13,365
Thereafter	$	137,915

Deferred financing costs - Costs incurred to secure the Company's long-term debt are being amortized on the straight-line method over the term of the related debt, five years. Amortization expense for the years ended December 31, 2011 and 2010, was $299,724 and $284,174, respectively, and is included in interest expense. Also included in the amortization expense above is $67,091 and $133,121 for the years ended December 31, 2011, and 2010, respectively, relating to the prior refinancing costs written off as described in Note 5. Amortization of deferred financing costs for each of the next five years is as follows:

Years Ending December 31,		
2012	$	342,775
2013	$	321,942
2014	$	321,942
2015	$	321,942
2016	$	134,145

Stock-based compensation plan - The Company is required to recognize compensation expense for options granted over the vesting period of the option commencing with 2006. The Company accounts for stock option awards using the fair market value method.

Income taxes - The Company is required to recognize deferred tax liabilities and assets for the expected future tax consequences of events that have been recognized in its consolidated financial statements or tax returns. Under this method, deferred tax assets and liabilities are determined based on the differences between the consolidated financial statements carrying amounts and tax bases of assets and liabilities using enacted tax rates in effect in the years in which the differences are expected to reverse. Valuation allowances are established when necessary to reduce deferred tax assets to the amount expected to be realized.

(1) **Summary of significant accounting policies (continued)**

Accounting for Derivative Instruments and Hedging Activities – The Company accounts for its derivative instruments and hedging activities under FASB ASC 815. FASB ASC 815 requires the Company to measure every derivative instrument (including certain derivative instruments embedded in other contracts) at fair value and record them in the consolidated balance sheet as either an asset or liability.

As part of the credit agreement the Company entered in 2011, the Company was required to obtain an interest rate swap agreement, under which it agrees to exchange various combinations of fixed and/or variable interest rates based on agreed-upon notional amounts. The changes in fair value of the interest rate swap are recorded in earnings.

Accounting for uncertain tax positions - The Company accounts for the effect of any uncertain tax positions based on a "more likely than not" threshold applied to the recognition of the tax positions being sustained based on the technical merits of the position under scrutiny by the applicable taxing authority. If a tax position or positions are deemed to result in uncertainties of those positions, the unrecognized tax benefit is estimated based on a "cumulative probability assessment" that aggregates the estimated tax liability for all uncertain tax positions.

The Company files a consolidated U.S. federal income tax return as well as various state income tax returns. The Company does not believe there will be any material changes in its unrecognized tax positions over the next twelve months. The Company has not incurred any interest or penalties. In the event that the Company is assessed interest or penalties at some point in the future, they will be classified in the consolidated financial statements as general and administrative expenses.

Fair value measurements - The Company follows FASB ASC 820 which defines fair value and establishes a hierarchy for reporting the reliability of input measurements used to assess fair value for all assets and liabilities. Fair value is defined as the selling price that would be received for an asset, or paid to transfer a liability, in the principal or most advantageous market on the measurement date. The hierarchy prioritizes fair value measurements based on the types of inputs used in the valuation technique. The inputs are categorized into the following levels:

Level 1 – Observable inputs such as quoted prices in active markets for identical assets or liabilities;

Level 2 – Directly or indirectly observable inputs for quoted and other than quoted prices for identical or similar assets and liabilities in active or nonactive markets; and

Level 3 – Unobservable inputs not corroborated by market data, therefore, requiring the entity to use the best information available in the circumstances, including the entity's own data.

(1) Summary of significant accounting policies (continued)

The Company's assessment of the significance of a particular input to the fair value measurement in its entirety requires judgment, and considers factors specific to the asset or liability. FASB ASC 820 was applied to the Company's outstanding derivatives effective December 31, 2011 (inception).

The following table sets forth the Company's financial liability that was accounted for at fair value on a recurring basis as of December 31, 2011:

Liability	Level 1	Level 2	Level 3	Total
Interest rate swap	$ -	$ 129,781	$ -	$ 129,781

The inputs or methodology used to measure fair value of such a financial asset may not be necessarily indicative of all of the risks associated with such financial assets.

The carrying amounts reflected in the consolidated balance sheets for cash, accounts receivable, accounts payable and accrued expenses approximate the respective fair values due to the short maturities for those instruments. The recorded amount of the debt approximates the fair value due to the variableness of the associated interest rate.

(2) Property and equipment

The following is a summary of property and equipment, less accumulated depreciation and amortization, as of December 31, 2011 and 2010:

	2011	2010
Cost		
Furniture and office equipment	$ 260,193	$ 221,038
Medical equipment	192,228	115,288
Medical equipment under capital lease	641,908	-
Computer software and equipment	2,900,623	2,076,625
Vehicles	16,490	32,490
Leasehold improvements	1,733,858	1,708,159
Furniture and equipment under capital lease	232,366	232,366
Total cost	5,977,666	4,385,966
Accumulated depreciation and amortization	3,221,254	2,060,905
Property and equipment, net	$ 2,756,412	$ 2,325,061

Depreciation and amortization expenses for the years ended December 31, 2011 and 2010, were $1,171,029 and $678,721, respectively. During the years ended December 31, 2011 and 2010, the Company sold depreciated property and equipment with an original cost of approximately $16,000 and $23,000, respectively.

(3) Major customers, vendors and concentration of credit risks

The Company provides nutritional and pharmaceutical products to patients nationally. The Company grants credit to these customers by accepting assignment on medical claims filed seeking reimbursement. Consequently, the Company's ability to collect amounts due from its payor sources may be affected by the creditworthiness of these payors and the possible subsequent review of claims for medical appropriateness and insurance coverage. Management believes these risks are mitigated as the Company secures authorizations prior to beginning service.

Patients are frequently referred to the Company by dialysis centers owned by third parties. As of December 31, 2011, there was one referral source that generated 24.5% of patient census. As of December 31, 2010, there was one referral source that generated 12.6% of patient census.

One payor accounts for approximately 15% and 13% of revenues as of December 31, 2011 and 2010, respectively. Accounts receivable from this payor was approximately $1,799,000 and $1,505,000 as of December 31, 2011 and 2010, respectively. Also approximately 46% and 38% of revenues for the years ended December 31, 2011 and 2010, respectively, were paid by approximately 50 unique third-party payors under the Medicare Part D program. Accounts receivable from payors under the Medicare Part D program was approximately $1,673,000 and $1,350,000 as of December 31, 2011 and 2010, respectively.

The Company has contracts with various vendors for the purchase of pharmaceuticals and medical supplies. Two vendors account for 70% and three vendors account for 88%, respectively, of purchases for these products as of December 31, 2011 and 2010. The Company believes that it would be able to either obtain its inventory from other companies or take alternative steps to obtain similar products in certain cases. The Company owed the two vendors approximately $410,000 as of December 31, 2011, and owed the three venders approximately $327,000 as of December 31, 2010.

(4) Revolving credit facility

During the year ended December 31, 2011, the Company obtained a new revolving credit facility of $5,000,000, of which $0 was outstanding as of December 31, 2011. Borrowing is limited to a borrowing base calculation of the difference of EBITDA multiplied by the maximum debt to EBITDA ratio allowed under the credit agreement (ranging from 2.00 to 3.75) and total debt (other than revolving outstandings). The revolving credit facility matures on May 24, 2016. The interest rate is either the prime rate plus an applicable margin ranging from 4.00% to 4.50% or LIBOR plus an applicable margin ranging from 5.00% to 5.50% (with a floor of 1.50% for LIBOR) at the Company's option and is subject to certain debt covenants. As of December 31, 2011, the interest rate for the facility was based on LIBOR at a rate 6.75%. The facility is cross-collateralized with the new credit agreement (see Note 5).

As of December 31, 2010, the Company had a revolving credit facility of $5,000,000, of which $0 was outstanding. Borrowing was limited to a borrowing base calculation of approximately 80% of the Company's eligible accounts receivable. This credit facility was extinguished as part of the refinancing that took place in 2011. As of December 31, 2010, the interest rate for this facility was 3.50%.

During 2010, the previous banking facility was revised and the revolving credit facility extended to April 29, 2012. No changes to the borrowing formula nor to the terms/amortization were made. The interest rate was changed to either the Bank's prime reference rate or one-month LIBOR plus 2.50% at the Company's option and certain debt covenants were modified. The facility continued to be cross-collateralized with the new Term A loan A (see Note 5).

(5) Long-term debt

The Company's long-term debt obligations, as amended in 2011 and 2010, consisted of the following:

	December 31, 2011	December 31, 2010
Credit agreement payable to several banks with quarterly principal payments ranging from $824,698 to $1,649,396 with a final payment of $20,342,552, plus monthly interest. The quarterly payments are due from September 30, 2011 through May 24, 2016	$ 43,793,750	$ -
Term Loan A payable to the bank, with quarterly principal payments; $960,000 that began July 2009 through January 31, 2010, plus monthly interest. As amended, quarterly payments were reduced to $690,202 on April 30, 2010 through January 2015. The Term A Loan was extinguished with the new credit agreement payable above	-	11,733,436
	43,793,750	11,733,436
Less current portion	5,566,618	2,760,809
Noncurrent portion	$ 38,227,132	$ 8,972,627

Scheduled annual maturities of long-term debt as of December 31, 2011, are as follows:

Years Ending December 31,	
2012	$ 5,566,618
2013	4,948,188
2014	5,497,987
2015	6,047,786
2016	21,733,171
	$ 43,793,750

(5) Long-term debt (continued)

During the year ended December 31, 2011, the Company refinanced its credit facility which combined all of the previous term debt into one new term loan totaling approximately $49,500,000. The proceeds of the loan were used to pay dividends (see Note 7). The term loan is amortized over nineteen quarterly payments of principal ranging from $824,698 to $1,649,396 from September 30, 2011 through March 2016, with a final balloon payment of $20,342,552 due in May 2016. Interest is paid on a monthly basis. The term loan includes various financial and nonfinancial covenants, including a minimum EBITDA ratio, leverage ratios and a minimum fixed coverage ratio. As of December 31, 2011, the interest rate for the term loan is either the prime rate plus an applicable margin ranging from 4.0% to 4.5% or LIBOR (with a floor of 1.5%) plus an applicable margin ranging from 5.0% to 5.5%, at the Company's option. The current loan facility also requires an annual prepayment based on excess cash flow and an interest rate swap. Collateral for the loan consists substantially of all of the assets of the Company.

In connection with the excess cash flow calculations, as of December 31, 2011, the Company is required to pay approximately $1,718,000 to be applied ratably to the principal payments coming due on the note payable. This required prepayment was made subsequent to December 31, 2011, and is, therefore, included in the current portion of the long-term debt included in the consolidated balance sheet. During the year ended December 31, 2011, the Company made an additional prepayment on the long-term debt of approximately $4,000,000 from available cash flow.

As part of the refinancing in 2011, the Company was required to enter into an interest rate swap agreement. The Company is exposed to interest rate risk primarily through its borrowing activities. The Company's long-term borrowing is a variable rate instrument. The Company entered into a 28- month interest rate swap contract, effective December 31, 2011, under which the Company agreed to pay an amount equal to a specified fixed rate of interest times a notional principal amount and to receive in return an amount equal to a specified variable rate of interest times the same notional principal amount.

The interest rate swap contract requires a payment of a fixed rate of interest (1.81%) plus an applicable margin for the term loan on notional amounts of indebtedness ranging from $18,098,438 to $23,821,875.

The Company designated these interest rate swap contracts as fair value hedges. As of December 31, 2011, there has been no change in the fair value of the hedge. The swap was recorded in operations and is included in interest expense in the accompanying consolidated statement of operations.

During the year ended December 31, 2010, the Company refinanced its then existing credit facility with its bank which combined all of the previous term debt into one new Term loan A totaling approximately $13,804,000. Term loan A was to be amortized over twenty equal quarterly payments of principal of approximately $960,000, plus interest, beginning April 1, 2010 through January 2015. Term loan A included various financial covenants, including a minimum EBITDA, leverage ratios and a minimum fixed coverage ratio. As of December 31, 2010, the interest rate for the Term loan A was either the bank's prime reference rate plus 0.5% or LIBOR plus 2.5% at the Company's option (3.75% as of December 31, 2010).

(6) Commitments and contingencies

Operating leases - The Company conducts its operations from its facility located in Boothwyn, Pennsylvania.

Effective January 2007, the Company entered into a lease for new corporate office space and relocated its operations. The new corporate office is leased under a seven-year noncancelable operating lease expiring in 2013, which provides for monthly rental payments of $23,245, with an option to renew the lease for an additional five years.

As part of the lease, the Company was provided a build-out allowance of $565,000 which reduces rent expense over the term of the lease. Leasehold improvements incurred in connection with the new lease are amortized over the life of the lease.

Subsequent to December 31, 2011, the Company entered into a modification to the above lease for additional space for four years, expiring in December 2015, which provides for monthly rental payments ranging from $8,043 to $8,862. The Company also extended its current lease for an additional two years, through December 2015.

The Company's prior office lease provided for monthly payments of approximately $5,000 through March 2010. The Company negotiated a sublease with a third party which commenced on February 1, 2007, which offset rental expense by approximately $60,000 annually through February 2010. The sublease and lease expired March 2010, and were not renewed.

Total rent expense for the years ended December 31, 2011 and 2010, was approximately $830,000 and $560,000 respectively. Included in rent expense is approximately $471,000 and $316,000, respectively, related to medical equipment which is used in operations, which is leased on a month-to-month basis under a master equipment lease and expired in December 2011. In 2011, the Company ended the master equipment lease with that vendor and entered into another equipment lease where the equipment may be leased on a month-to-month basis with the option of entering into a capital lease with that vendor. In addition, the Company leases office equipment expiring at various times through December 2011. These leases have been renewed.

Capital leases - In April and August 2011, the Company entered into two capital leases for certain medical equipment with initial costs of $517,408 and $124,500, respectively. The leases are payable in monthly installments of approximately $34,000 and $6,000, respectively, including interest at 13%, through March 31, 2014 and November 30, 2014, respectively. The accumulated depreciation related to these two capital leases is $144,915 as of December 31, 2011.

Future annual minimum lease commitments under all noncancelable operating leases as of December 31, 2011, including the lease extension subsequent to December 31, 2011, are as follows:

Years Ending December 31,	Capital Leases	Operating Leases
2012	$ 480,480	$ 440,784
2013	480,480	448,279
2014	168,120	447,518
2015	-	459,681
Total minimum lease payments	1,129,080	$ 1,796,262
Less amount representing interest and service fees	612,259	
Present value of net minimum lease payments	516,821	
Less current portion of the capital lease obligation	200,313	
	$ 316,508	

(6) Commitments and contingencies (continued)

Legal - The Company is subject to claims which arise in the ordinary course of business. Management believes that the ultimate outcome of these claims will not have a material effect on the Company's financial position or results of operations.

(7) Equity transactions

Preferred stock - In May 2006, the Company authorized and issued 958,333 shares of Series A preferred stock with a par value of $0.01.

Conversion - Each share of Series A preferred stock is convertible, at the option of the holder, at any time, into a number of fully paid and nonassessable shares of common stock utilizing the original issue price ($30.00) divided by the Series A Conversion Price in effect at the time of conversion. The Series A Conversion Price is $30.00.

The Series A preferred stock will automatically convert to common stock upon the closing of a Public Offering of the Company's common stock involving gross proceeds of at least $35,000,000 and a per share price of at least $90.00 per share (as defined).

The Series A preferred stock will automatically convert to common stock upon the written election of not less than 66.7% of the then outstanding Series A preferred stockholders.

Dividends - The holders of the Series A convertible preferred stock are entitled to receive cumulative cash dividends at the annual rate of ten percent (10%) of the Series A original issue price ($30.00) for each share of Series A preferred stock. Such dividends shall be cumulative in nature and paid in full before any dividend or other distribution shall be paid or declared. Such dividends began accruing as of the original issue date. As of December 31, 2010, cumulative undeclared dividends were $13,424,650. In May 2011, the Company paid a dividend, via the new long-term debt proceeds (see Note 5), totaling $41,730,207, of which, $14,566,773 was used to pay the cumulative dividends. As of December 31, 2011, cumulative undeclared dividends were $1,732,876.

Liquidation preference - In the event of any liquidation, dissolution or winding up of the Company, the holders of the Series A preferred stock are entitled to receive prior to, and in preference to, any distribution to the common stockholders, an amount equal to the Series A original issue price ($30.00) plus any dividends accrued or declared but unpaid thereon. In the event that upon liquidation or dissolution, the assets are insufficient to permit the payment to preferred stockholders of the full preferential amounts, then all assets legally available for distribution are to be distributed ratably among the holders of the shares of Series A preferred stock. After the distributions have been paid-in-full, the remaining assets of the Company shall be distributed pro rata to the holders of the shares of common stock.

Redemption rights - At any time on or after March 31, 2011, upon written notice by the holders of at least two-thirds of the outstanding shares of the Series A preferred stock, the Company shall redeem any outstanding shares of the requesting holders of the Series A preferred stock. The redemption price shall equal the Series A original issue price plus all accrued or declared but unpaid dividends. The Company shall redeem one-third of the total shares on the Redemption Closing Date and then one-third on the first anniversary of the Redemption Closing Date and the final one-third on the second anniversary of the Redemption Closing Date.

Voting rights - Each Series A preferred stockholder is entitled to the number of votes equal to the number of shares of common stock into which such holder's shares are convertible.

(7) **Equity transactions (continued)**

Common stock - As of December 31, 2011 and 2010, the Company has authorized the issuance of 1,815,766 shares of common stock, with a par value of $0.01 as follows:

	Shares	
	2011	2010
Issued and outstanding common stock	163,954	125,606
Treasury stock	2,099	-
Reserved under stock option plan	25,584	64,332
Reserved for Series A preferred stockholders	958,333	958,333
Reserved for warrants	650,952	650,952
Unreserved	14,844	16,543
Total authorized	1,815,766	1,815,766

The Company issued common stock to two executives of the Company which are subject to restrictions. The restrictions include a lapsing optional repurchase right for the Company to repurchase the shares of common stock, exercisable within one year of their termination, if they are terminated prior to the fourth anniversary of the Grant Date, at the original purchase price. If such termination is within one year, the Company shall have the option to repurchase all of the shares. If such termination is on or after one year, the Company shall have the option to repurchase 75% of the shares, and if such termination occurs after one year, the Company's option shall lapse with respect to 6.25% of the shares for each calendar quarter elapsing after the one-year period during the three years ending on the fourth anniversary of the Grant Date.

In addition to the time-based Lapsing Repurchase Right, one-third of all shares which have lapsed shall remain subject to the Company's option to repurchase, until each of the holders of Series A preferred stock shall have received at least two times their invested capital, not including accruing dividends, at which time such option to repurchase shall terminate. The Company's option to repurchase the shares shall be exercisable upon the final disposition of all shares of Series A preferred stock by the holders thereof where such two-times return is not realized.

During 2010, in connection with the exercise of options (see Note 8), the Company issued 2,062 shares of common stock for $16,825. Prior to the payment of the dividend described above, the Company issued 39,559 shares of common stock for $267,400. Subsequent to the dividend, the Company issued 888 shares of common stock for $7,244. As of December 31, 2011 and 2010, total common shares issued and outstanding were 163,954 and 125,606, respectively.

During the year ended December 31, 2010, the Company increased the authorized shares by 42,000 for options granted in 2010 (see Note 8). During the year ended December 31, 2011, the Company increased the authorized shares by 3,000 in its option pool for options granted in 2011 (see Note 8). Total authorized shares did not increase.

A total of 958,333 shares of common stock are reserved for issuance upon conversion of the Series A preferred stock.

(7) Equity transactions (continued)

Common stock (continued) - The Company issued warrants to preferred stockholders in connection with the 2008 debt refinancing and guarantees related to Term Loan A. The warrants are to purchase 650,952 shares of common stock, at a purchase price of $0.0525 per share, exercisable at any time until the expiration date of December 10, 2018. During the year ended December 31, 2008, the Company increased the authorized common shares to accommodate the issuance of the warrants. Management, using the Black-Scholes-Merton option pricing model, has determined that the warrants had a fair value of $0.0297 per warrant or a total of $19,356. The fair value of the warrants have been capitalized as deferred financing costs and were being amortized over the term of the old debt, which was three years. In 2010, these costs were written off in conjunction with the refinancing of the debt.

The voting, dividend and liquidation rights of the holders of the common stock are subject to and qualified by the rights of the holders of the Series A preferred stock and by the Board of Directors, upon any issuance of the preferred stock of any series. The holders of common stock are entitled to one vote for each share held at all meetings of stockholders. All shares of common stock will be identical and will entitle holders to the same rights and privileges.

In October 2011, the Company repurchased 2,099 shares of common stock for $37,131, or an average price of $17.69 per share. The $17.69 per share value was determined by management using the enterprise value model.

(8) Stock option plan

In May 2006, the Board of Directors adopted the 2006 Employee, Director and Consultant Stock Plan, which allows for the issuance of options, from time to time, which were increased during 2008 to 101,930 common shares, and includes certain restricted common stock. During the year ended December 31, 2010, the Board of Directors increased the common shares available under the 2006 Employee, Director and Consultant Stock Plan from 101,930 common shares to 143,930 common shares. During the year ended December 31, 2011, the Board of Directors increased the common shares available under the 2006 Employee, Director and Consultant Stock Plan from 143,930 common shares to 146,930 common shares.

During 2006 through 2008, the Company granted certain key individuals options to purchase shares of the Company's stock ranging from $0.0525 to $11.04 per share, which was intended to approximate the estimated fair value of the stock on the date of grant. The options vest over four years from the date of grant, with 25% vesting on the first anniversary of the Grant Date and then 6.25% of the remaining options vesting every three months, thereafter. The options are exercisable from the time they vest through a period of ten years from the Date of Grant.

Management, using the Black-Scholes-Merton option pricing model, has determined that the options issued during 2006 and 2007, had a value of $4.47 per option, resulting in total compensation cost of $232,132 for the options granted for the period from May 4, 2006 (inception) through December 31, 2007. Compensation costs are recognized over the four-year service period which begins at the Date of Grant. The compensation expense, in accordance with FASB ASC 718, was determined to be immaterial for the 17,250 options issued during the year ended December 31, 2008, and; therefore, no expense was recorded in connection with these options. There were no stock options granted during the year ended December 31, 2009.

(8) Stock option plan (continued)

During the year ended December 31, 2010, the Company granted certain key employees and Board members options to purchase 51,530 shares of the Company's stock, which had an estimated value of $4.23 per option based on a valuation obtained by management. The options vest over three years from the Date of Grant, with 25% vesting on the Date of Grant, 6.25% on March 31, 2010, and then 6.25% of the remaining options vesting every three months, thereafter. The options are exercisable from the time they vest through a period of ten years from the Date of Grant. Total compensation expense related to these options, in accordance with ASC 718, is approximately $218,000 which will be recognized over the three-year service period.

During the year ended December 31, 2011, the Company granted options to a key employee to purchase 3,000 shares of the Company's stock, which had an estimated value of $11.48 per option based on management's use of the Black-Scholes-Merton option pricing model. The options vest over three years from the Date of Grant, with 37.5% vesting on the Date of Grant and then 6.25% of the remaining options vesting every three months, thereafter. The options are exercisable from the time they vest through a period of ten years from the Date of Grant. Total compensation expense related to these options issued in 2011, in accordance with FASB ASC 718, is approximately $34,400 which will be recognized over the three-year service period.

For the years ended December 31, 2011 and 2010, the Company recognized approximately $71,000 and $106,000, respectively, as compensation costs relate to all options issued. The remaining unrecognized compensation cost of approximately $70,000 will be recognized over the remaining vesting period of 1.22 years.

For options granted in 2011 and 2010, the Company calculated the fair value of the options using the Black-Scholes option valuation model that uses the assumptions noted in the following table. The Company calculated its expected volatility using the average of several comparable public companies in 2011 and 2010. The Company elected to use the average of comparable companies because it did not have a trading history for its stock. The Company chose comparable companies that are closely related to its industry and averaged them to give a better representation of the expected volatility. The Company uses historical data to estimate option exercise and employee termination within the valuation model The expected term of options granted is derived from the output of the option valuation model and represents the period of time that options granted are expected to be outstanding. The risk-free interest rate for periods within the contractual life of the option is estimated based on the U.S. Treasury yield curve in effect at the time of grant.

The assumptions used and the calculated fair values of the options issued during the years ended December 31, 2011 and 2010, were as follows:

	2011	2010
Expected dividend yield	0%	0%
Risk-free interest rate	3.22%	3.85%
Weighted average expected life in years	10	10
Expected volatility factor	35%	35%
Weighted average fair value of options granted	$11.48	$4.23

(8) Stock option plan (continued)

The following is an analysis of options to purchase shares of the Company's stock issued and outstanding:

	Total Options	Weighted Average Exercise Price	Weighted-Average Remaining Contractual Term
Total options outstanding, December 31, 2009	16,878	$ 3.29	7.93 years
Granted	51,530	$ 8.16	
Exercised	(2,062)	$ 8.16	
Expired/cancelled	(2,014)	$ 9.68	
Total options outstanding, December 31, 2010	64,332	$ 6.58	8.64 years
Granted	3,000	$ 22.41	
Exercised	(40,447)	$ 6.79	
Expired/cancelled	(1,301)	$ 8.16	
Total options outstanding, December 31, 2011	25,584	$ 8.03	8.02 years
Total options exercisable, December 31, 2011	11,255	$ 7.07	7.84 years

During 2011 and 2010, a portion of the grants became vested. During the years ended December 31, 2011 and 2010, 40,447 and 2,062 share options, respectively, have been exercised (See Note 7).

A summary of the status of the Company's nonvested options as of December 31, 2011, and changes during the year then ended, is presented below:

Nonvested options	Options	Weighted-Average Grant Date Fair Value
Nonvested, January 1, 2011	29,884	$ 3.58
Granted	3,000	$ 11.48
Forfeited	(1,301)	$ 4.23
Vested	(17,254)	$ 4.12
Nonvested, December 31, 2011	14,329	$ 4.54

The weighted-average grant date fair value of the options granted during the years ended December 31, 2011 and 2010, was $11.48 and $4.23, respectively, per share. The total fair value of options vested during the years ended December 31, 2011 and 2010, was approximately $71,000 and $108,000, respectively. The Company expects to issue shares upon exercise of the options from its authorized shares of common stock.

(9) Related party transactions

On May 4, 2006, the Company entered into three Management Services Agreements with companies related to certain preferred stockholders to perform certain services for the Company, including consulting, financial analysis, marketing, and general support services, as reasonably requested by the Board of Directors. The contracts renew annually. The annual expense under these agreements approximated $250,000 for each of the years ended December 31, 2011 and 2010. As of December 31, 2011 and 2010, $0 is owed.

On May 4, 2006, the Company entered into a consulting agreement with a company whose key executive/stockholder is also a stockholder in Holdings and who agreed to perform certain services, including acting as the Company's chief medical officer and as an executive of the Company. In connection with the termination of this agreement in 2008, the Company paid the consultant $46,600 in bonuses and severance in 2010.

(10) Retirement plan

The Company has a contributory profit sharing plan, as defined under Section 401(k) of the U.S. Internal Revenue Code, covering substantially all employees. During 2011 and 2010, the Company made contributions to this plan at a rate of 3% of the participating employees' compensation. Company contributions are subject to a vesting schedule. The employee becomes 100% vested with respect to the employer contributions after completing six years of service. Employer contributions during the years ended December 31, 2011 and 2010, were approximately $254,000 and $187,000, respectively.

(11) Income taxes

The provision for income taxes consisted of the following:

	Years Ended December 31,	
	2011	2010
Current income taxes		
Federal	$ 3,916,607	$ 3,042,147
State	773,847	261,285
	4,690,454	3,303,432
Deferred income taxes		
Federal	1,220,123	1,184,073
State	286,267	137,910
	1,506,390	1,321,983
Total income tax expense	$ 6,196,844	$ 4,625,415

(11) Income taxes (continued)

Deferred income taxes reflect the effect of temporary differences between the carrying amounts of the assets and liabilities for financial reporting purposes and the carrying amounts used for income tax reporting purposes. Significant components of the Company's deferred tax assets and liabilities are as follows:

	December 31,	
	2011	2010
Current deferred tax assets (liabilities):		
Accounts receivable reserves	$ 526,099	$ 420,332
Inventory obsolescence reserves	3,737	5,606
Accrued expense	340,402	597,211
Federal benefit of state deferred	(41,152)	-
Total current deferred tax assets	829,086	1,023,149
Long-term deferred tax assets (liabilities):		
Tax in excess of book - amortization	(5,702,254)	(4,188,178)
Federal benefit of state deferred, net of current portion	254,675	-
Tax in excess of book - depreciation	(163,822)	(110,896)
Total long-term deferred tax liabilities	(5,611,401)	(4,299,074)
Net deferred income tax	$ (4,782,315)	$ (3,275,925)

(12) Subsequent events

Subsequent events have been evaluated through March 14, 2012, the date these consolidated financial statements were available to be issued.

SUPPLEMENTARY INFORMATION

Mayer Hoffman McCann P.C.
An Independent CPA Firm

401 Plymouth Road, Suite 200
Plymouth Meeting, Pennsylvania 19462
610-862-2200 ph
610-862-2500 fx
www.mhm-pc.com

INDEPENDENT AUDITORS' REPORT ON SUPPLEMENTARY INFORMATION

To the Board of Directors of

Pentech Holdings, Inc.

We have audited the consolidated financial statements of Pentech Holdings, Inc. and Subsidiaries as of and for the years ended December 31, 2011 and 2010, and our report thereon dated March 14, 2012, which contained an unqualified opinion on those financial statements, appears on page 1. Our audits were conducted for the purpose of forming an opinion on the consolidated financial statements as a whole. The consolidating information in Schedules I through VI is presented for purposes of additional analysis the of consolidated financial statements rather than to present the financial position, results of operations, cash flows of the individual companies, and it is not required part of the consolidated financial statements. Such information is the responsibility of management and was derived from and relates directly to the underyling accounting and other records used to prepare the consolidated financial statements. The consolidating information has been subjected to the auditing procedures applied in the audit of the consolidated financial statements and certain additional procedures, including comparing and reconciling such information directly to the underyling accounting and other records used to prepare the consolidated financial statements or the consolidated financial statements themselves, and other additional procedures in accordance with U.S. generally accepted auditing standards. In our opinion, the consolidating information is fairly stated in all material respects in relation to the consolidated financial statements as a whole.

Mayer Hoffman McCann P.C.

Plymouth Meeting, Pennsylvania
March 14, 2012

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PENTECH HOLDINGS, INC. & SUBSIDIARIES

SUPPLEMENTARY INFORMATION - SCHEDULE I - CONSOLIDATING BALANCE SHEET

December 31, 2011

ASSETS

	Pentec Health, Inc.	Pentech Holdings, Inc.	Delaware Valley Home Care	Pentech Home Health, Inc.	Eliminations	Total
CURRENT ASSETS						
Cash	$ 5,051,849	$ 25,059	$ -	$ -	$ -	$ 5,076,908
Accounts receivable, less allowance for losses of $1,332,143	7,543,082	-	-	-	-	7,543,082
Inventories	754,726	-	-	-	-	754,726
Prepaid expenses and other current assets	616,566	20,975	-	-	-	637,541
Deferred tax asset	829,086	-	-	-	-	829,086
Intercompany receivable	-	315,527	39,754	-	(355,281)	-
TOTAL CURRENT ASSETS	14,795,309	361,561	39,754	-	(355,281)	14,841,343
PROPERTY AND EQUIPMENT, at cost, less accumulated depreciation and amortization	2,756,412	-	-	-	-	2,756,412
OTHER ASSETS						
Goodwill	46,260,699	7,452	-	-	-	46,268,151
Tradenames	1,881,432	-	-	-	-	1,881,432
Amortizable intangibles, net	345,168	-	-	-	-	345,168
Deferred financing costs, net	1,442,746	-	-	-	-	1,442,746
Deposits and other long-term assets	65,155	-	-	-	-	65,155
Investment in subsidiaries	-	1,032,553	-	-	(1,032,553)	-
TOTAL OTHER ASSETS	49,995,200	1,040,005	-	-	(1,032,553)	50,002,652
TOTAL ASSETS	$ 67,546,921	$ 1,401,566	$ 39,754	$ -	$ (1,387,834)	$ 67,600,407

See Independent Auditors' Report on Supplementary Information

PENTECH HOLDINGS, INC. & SUBSIDIARIES

SUPPLEMENTARY INFORMATION - SCHEDULE I - CONSOLIDATING BALANCE SHEET (CONTINUED)

December 31, 2011

LIABILITIES

	Pentec Health, Inc.	Pentech Holdings, Inc.	Delaware Valley Home Care	Pentech Home Health, Inc.	Eliminations	Total
CURRENT LIABILITIES						
Current portion of long-term debt	$ 5,566,618	$ -	$ -	$ -	$ -	$ 5,566,618
Current portion of capital leases	200,313	-	-	-	-	200,313
Accounts payable	1,687,235	-	-	-	-	1,687,235
Accrued payroll and related liabilities	1,522,814	-	-	-	-	1,522,814
Credits due payors	500,908	-	-	-	-	500,908
Income taxes payable, net	380,470	11,548	(1,213)	-	-	390,805
Other accrued expenses	1,319,825	-	-	-	-	1,319,825
Intercompany payable	354,781	-	-	500	(355,281)	-
TOTAL CURRENT LIABILITIES	11,532,964	11,548	(1,213)	500	(355,281)	11,188,518
LONG-TERM LIABILITIES						
Long-term debt, less current portion above	38,227,132	-	-	-	-	38,227,132
Capital leases, less current portion above	316,508	-	-	-	-	316,508
Deferred tax liabilities	5,611,401	-	-	-	-	5,611,401
Deferred rent	119,892	-	-	-	-	119,892
TOTAL LONG-TERM LIABILITIES	44,274,933	-	-	-	-	44,274,933
TOTAL LIABILITIES	55,807,897	11,548	(1,213)	500	(355,281)	55,463,451
STOCKHOLDERS' EQUITY (DEFICIENCY)						
CAPITAL CONTRIBUTED						
Convertible preferred stock, $.01 par value; 958,333 shares authorized, issued and outstanding	-	9,583	-	-	-	9,583
Common stock, $.01 par value; shares authorized - 1,815,766; shares issued - 166,053 and shares outstanding - 163,954	167	1,660	500	500	(1,167)	1,660
Additional paid-in capital	1,031,386	29,645,148	-	-	(1,031,386)	29,645,148
TOTAL CAPITAL CONTRIBUTED	1,031,553	29,656,391	500	500	(1,032,553)	29,656,391
RETAINED EARNINGS (DEFICIT)	10,707,471	(28,229,242)	40,467	(1,000)	-	(17,482,304)
TREASURY STOCK, at cost (2,099 shares)	-	(37,131)	-	-	-	(37,131)
TOTAL STOCKHOLDERS' EQUITY (DEFICIENCY)	11,739,024	1,390,018	40,967	(500)	(1,032,553)	12,136,956
TOTAL LIABILITIES AND STOCKHOLDERS' EQUITY (DEFICIENCY)	$ 67,546,921	$ 1,401,566	$ 39,754	$ -	$ (1,387,834)	$ 67,600,407

See Independent Auditors' Report on Supplementary Information

PENTECH HOLDINGS, INC. & SUBSIDIARIES

SUPPLEMENTARY INFORMATION - SCHEDULE II - CONSOLIDATING BALANCE SHEET

December 31, 2010

ASSETS

	Pentec Health, Inc.	Pentech Holdings, Inc.	Delaware Valley Home Care	Pentech Home Health, Inc.	Eliminations	Total
CURRENT ASSETS						
Cash	$ 3,426,113	$ 950,100	$ -	$ -	$ -	$ 4,376,213
Accounts receivable, less allowance for losses of $1,107,302	7,122,995	-	-	-	-	7,122,995
Inventories	692,052	-	-	-	-	692,052
Prepaid expenses and other current assets, net	367,625	36,675,199	39,982	(500)	(36,714,681)	367,625
Prepaid income taxes	63,136	20,994	1,212	-	-	85,342
Deferred tax asset	1,023,149	-	-	-	-	1,023,149
TOTAL CURRENT ASSETS	12,695,070	37,646,293	41,194	(500)	(36,714,681)	13,667,376
PROPERTY AND EQUIPMENT, at cost, less accumulated depreciation and amortization	2,325,061	-	-	-	-	2,325,061
OTHER ASSETS						
Goodwill	46,260,699	7,452	-	-	-	46,268,151
Tradenames	1,881,432	-	-	-	-	1,881,432
Amortizable intangibles, net	434,205	-	-	-	-	434,205
Deferred financing costs, net	89,455	-	-	-	-	89,455
Deposits and other long-term assets	49,638	-	-	-	-	49,638
Investment in subsidiaries	-	961,513	-	-	(961,513)	-
TOTAL OTHER ASSETS	48,715,429	968,965	-	-	(961,513)	48,722,881
TOTAL ASSETS	$ 63,735,560	$ 38,615,258	$ 41,194	$ (500)	$ (37,676,194)	$ 64,715,318

See Independent Auditors' Report on Supplementary Information

PENTECH HOLDINGS, INC. & SUBSIDIARIES

SUPPLEMENTARY INFORMATION - SCHEDULE II - CONSOLIDATING BALANCE SHEET (CONTINUED)

December 31, 2010

LIABILITIES

	Pentec Health, Inc.	Pentech Holdings, Inc.	Delaware Valley Home Care	Pentech Home Health, Inc.	Eliminations	Total
CURRENT LIABILITIES						
Current portion of long-term debt	$ 2,760,809	$ -	$ -	$ -	$ -	$ 2,760,809
Accounts payable	725,375	-	-	-	-	725,375
Accrued payroll and related liabilities	1,570,250	-	-	-	-	1,570,250
Intercompany payable	36,714,681	-	-	-	(36,714,681)	-
Credits due payors	451,138	-	-	-	-	451,138
Other accrued expenses	1,603,502	-	-	-	-	1,603,502
TOTAL CURRENT LIABILITIES	43,825,755	-	-	-	(36,714,681)	7,111,074
LONG-TERM LIABILITIES						
Long-term debt, less current portion above	8,972,627	-	-	-	-	8,972,627
Deferred tax liabilities	4,299,074	-	-	-	-	4,299,074
Deferred rent	208,036	-	-	-	-	208,036
TOTAL LONG-TERM LIABILITIES	13,479,737	-	-	-	-	13,479,737
TOTAL LIABILITIES	57,305,492	-	-	-	(36,714,681)	20,590,811
STOCKHOLDERS' EQUITY (DEFICIENCY)						
CAPITAL CONTRIBUTED						
Convertible preferred stock, $.01 par value; 958,333 shares authorized, issued and outstanding	-	9,583	-	-	-	9,583
Common stock, $.01 par value; shares authorized - 1,815,766; shares issued and outstanding - 125,606	167	1,256	500	500	(1,167)	1,256
Additional paid-in capital	960,346	29,299,867	-	-	(960,346)	29,299,867
TOTAL CAPITAL CONTRIBUTED	960,513	29,310,706	500	500	(961,513)	29,310,706
RETAINED EARNINGS (DEFICIT)	5,469,555	9,304,552	40,694	(1,000)	-	14,813,801
TOTAL STOCKHOLDERS' EQUITY (DEFICIENCY)	6,430,068	38,615,258	41,194	(500)	(961,513)	44,124,507
TOTAL LIABILITIES AND STOCKHOLDERS' EQUITY (DEFICIENCY)	$ 63,735,560	$ 38,615,258	$ 41,194	$ (500)	$ (37,676,194)	$ 64,715,318

See Independent Auditors' Report on Supplementary Information

PENTECH HOLDINGS, INC. & SUBSIDIARIES

SUPPLEMENTARY INFORMATION - SCHEDULE III - CONSOLIDATING STATEMENT OF INCOME

December 31, 2011

	Pentec Health, Inc.	Pentech Holdings, Inc.	Delaware Valley Home Care	Pentech Home Health, Inc.	Eliminations	Total
NET REVENUE	$ 61,928,953	$ -	$ -	$ -	$ -	$ 61,928,953
COST OF PATIENT SERVICES	18,893,173	-	-	-	-	18,893,173
GROSS MARGIN	43,035,780	-	-	-	-	43,035,780
OPERATING EXPENSES						
Sales and marketing	7,692,369	-	-	-	-	7,692,369
General and administrative	11,702,171	28,580	227	-	-	11,730,978
Depreciation and amortization	1,171,029	-	-	-	-	1,171,029
Amortization, intangibles	144,878	-	-	-	-	144,878
Provision for bad debts	4,002,959	-	-	-	-	4,002,959
Stock-based compensation	71,041	-	-	-	-	71,041
TOTAL OPERATING EXPENSES	24,784,447	28,580	227	-	-	24,813,254
OPERATING INCOME	18,251,333	(28,580)	(227)	-	-	18,222,526
OTHER INCOME (EXPENSES)						
Loss on disposal of property and equipment	(11,920)	-	-	-	-	(11,920)
Interest income	17,424	514,017	-	-	(513,062)	18,379
Interest expense	(3,111,101)	-	-	-	513,062	(2,598,039)
Intercompany management fees	25,000	(25,000)	-	-	-	-
TOTAL OTHER INCOME (EXPENSES)	(3,080,597)	489,017	-	-	-	(2,591,580)
INCOME BEFORE PROVISION FOR INCOME TAXES	15,170,736	460,437	(227)	-	-	15,630,946
PROVISION FOR INCOME TAXES	6,014,307	182,537	-	-	-	6,196,844
NET INCOME	9,156,429	277,900	(227)	-	-	9,434,102
RETAINED EARNINGS (DEFICIT)						
Balance at beginning of year	5,469,555	9,304,552	40,694	(1,000)	-	14,813,801
Dividends paid	(3,918,513)	(37,811,694)	-	-		(41,730,207)
TOTAL RETAINED EARNINGS (DEFICIT)	$ 10,707,471	$ (28,229,242)	$ 40,467	$ (1,000)	$ -	$ (17,482,304)

See Independent Auditors' Report on Supplementary Information

PENTECH HOLDINGS, INC. & SUBSIDIARIES

SUPPLEMENTARY INFORMATION - SCHEDULE IV - CONSOLIDATING STATEMENT OF INCOME (CONTINUED)

Year Ended December 31, 2010

See Independent Auditors' Report on Supplementary Information

	Pentec Health, Inc.	Pentech Holdings, Inc.	Delaware Valley Home Care	Pentech Home Health, Inc.	Eliminations	Total
NET REVENUE	$ 45,526,683	$ -	$ 111,470	$ -	$ (111,470)	$ 45,526,683
COST OF PATIENT SERVICES	14,090,344	-	108,224	-	(111,470)	14,087,098
GROSS MARGIN	31,436,339	-	3,246	-	-	31,439,585
OPERATING EXPENSES						
Sales and marketing	5,669,250	-	-	-	-	5,669,250
General and administrative	8,665,546	232,168	1,229	-	-	8,898,943
Depreciation and amortization	678,721	-	-	-	-	678,721
Amortization, intangibles	138,231	-	-	-	-	138,231
Provision for bad debts	2,742,463	-	-	-	-	2,742,463
Stock-based compensation	105,632	-	-	-	-	105,632
TOTAL OPERATING EXPENSES	17,999,843	232,168	1,229	-	-	18,233,240
OPERATING INCOME	13,436,496	(232,168)	2,017	-	-	13,206,345
OTHER INCOME (EXPENSES)						
Gain on disposal of property and equipment	2,000	-	-	-	-	2,000
Interest income	16,753	1,228,329	-	-	(1,227,544)	17,538
Interest expense	(1,991,958)	-	-	-	1,227,544	(764,414)
Intercompany management fees	25,000	(25,000)	-	-	-	-
TOTAL OTHER INCOME (EXPENSES)	(1,948,205)	1,203,329	-	-	-	(744,876)
INCOME BEFORE PROVISION FOR INCOME TAXES	11,488,291	971,161	2,017	-	-	12,461,469
PROVISION FOR INCOME TAXES	4,264,915	360,500	-	-	-	4,625,415
NET INCOME	7,223,376	610,661	2,017	-	-	7,836,054
RETAINED EARNINGS (DEFICIT)						
Balance at beginning of year	(1,753,821)	8,693,891	38,677	(1,000)	-	6,977,747
TOTAL RETAINED EARNINGS (DEFICIT)	$ 5,469,555	$ 9,304,552	$ 40,694	$ (1,000)	$ -	$ 14,813,801

See Independent Auditors' Report on Supplementary Information

PENTECH HOLDINGS, INC. & SUBSIDIARIES

SUPPLEMENTARY INFORMATION - SCHEDULE V - CONSOLIDATING STATEMENT OF CASH FLOWS

Year Ended December 31, 2011

	Pentec Health, Inc.	Pentech Holdings, Inc.	Delaware Valley Home Care	Pentech Home Health, Inc.	Eliminations	Total
CASH FLOWS FROM OPERATING ACTIVITIES						
Net income (loss)	$ 9,156,429	$ 277,900	$ (227)	$ -	$ -	$ 9,434,102
Adjustments to reconcile net income (loss) to net cash flows from operating activities						
Depreciation and amortization	1,315,907	-	-	-	-	1,315,907
Amortization of deferred financing costs	299,724	-	-	-	-	299,724
Deferred rent	(88,144)	-	-	-	-	(88,144)
(Gain) Loss on disposal of property and equipment	11,920	-	-	-	-	11,920
Stock-based compensation	71,041	-	-	-	-	71,041
Unrealized loss on interest rate swap	129,781					129,781
Deferred income taxes	1,506,390	-	-	-	-	1,506,390
Provision for bad debts	4,002,959	-	-	-	-	4,002,959
Decrease (increase) in operating assets						
Accounts receivable	(4,423,046)	-	-	-	-	(4,423,046)
Inventories	(62,674)	-	-	-	-	(62,674)
Prepaid expenses and other current assets	(248,941)	(20,975)	-	-	-	(269,916)
Prepaid income taxes	64,348	20,994	-	-	-	85,342
Increase (decrease) in operating liabilities						
Accounts payable	961,860	-	-	-	-	961,860
Intercompany payable/receivable	786,946	(786,946)	-	-	-	-
Accrued payroll and related liabilities	(47,436)	-	-	-	-	(47,436)
Credits due payors	49,770	-	-	-	-	49,770
Other accrued expenses	(413,685)	-	227	-	-	(413,458)
Income taxes payable	379,257	11,548	-	-	-	390,805
NET CASH FLOWS FROM OPERATING ACTIVITIES	13,452,406	(497,479)	-	-	-	12,954,927
CASH FLOWS FROM INVESTING ACTIVITIES						
Purchase of property and equipment	(976,392)	-	-	-	-	(976,392)
Proceeds from the sale of property and equipment	4,000	-	-	-	-	4,000
Deposits and other long-term assets	(15,517)	-	-	-	-	(15,517)
Cash paid for amortizable intangibles	(55,841)	-	-	-	-	(55,841)
NET CASH FLOWS FROM INVESTING ACTIVITIES	(1,043,750)	-	-	-	-	(1,043,750)

See Independent Auditors' Report on Supplementary Information

PENTECH HOLDINGS, INC. & SUBSIDIARIES

SUPPLEMENTARY INFORMATION - SCHEDULE V - CONSOLIDATING STATEMENT OF CASH FLOWS (CONTINUED)

Year Ended December 31, 2011

	Pentec Health, Inc.	Pentech Holdings, Inc.	Delaware Valley Home Care	Pentech Home Health, Inc.	Eliminations	Total
CASH FLOWS FROM FINANCING ACTIVITIES						
Proceeds from long-term debt	49,500,000	-	-	-	-	49,500,000
Repayment of long-term debt	(17,439,686)	-	-	-	-	(17,439,686)
Repayments under capital leases	(125,087)	-	-	-	-	(125,087)
Payment of deferred financing costs	(1,653,015)	-	-	-	-	(1,653,015)
Payment of dividends	(3,918,513)	(37,811,694)	-	-	-	(41,730,207)
Payment of intercompany loan	(37,146,619)	37,146,619	-	-	-	-
Cash paid for treasury stock	-	(37,131)	-	-	-	(37,131)
Cash received from sale of common stock	-	274,644	-	-	-	274,644
NET CASH FLOWS FROM FINANCING ACTIVITIES	(10,782,920)	(427,562)	-	-	-	(11,210,482)
NET INCREASE (DECREASE) IN CASH	1,625,736	(925,041)	-	-	-	700,695
CASH, BEGINNING OF YEAR	3,426,113	950,100	-	-	-	4,376,213
CASH, END OF YEAR	$ 5,051,849	$ 25,059	$ -	$ -	$ -	$ 5,076,908

See Independent Auditors' Report on Supplementary Information

PENTECH HOLDINGS, INC. & SUBSIDIARIES

SUPPLEMENTARY INFORMATION - SCHEDULE VI - CONSOLIDATING STATEMENT OF CASH FLOWS

Year Ended December 31, 2010

	Pentec Health, Inc.	Pentech Holdings, Inc.	Delaware Valley Home Care	Pentech Home Health, Inc.	Eliminations	Total
CASH FLOWS FROM OPERATING ACTIVITIES						
Net income	$ 7,223,376	$ 610,661	$ 2,017	$ -	$ -	$ 7,836,054
Adjustments to reconcile net income to net cash flows from operating activities						
Depreciation and amortization	816,952	-	-	-	-	816,952
Amortization of deferred financing costs	284,174	-	-	-	-	284,174
Deferred rent expense	(80,330)	-	-	-	-	(80,330)
Gain on disposal of property and equipment	(2,000)	-	-	-	-	(2,000)
Stock-based compensation	105,632	-	-	-	-	105,632
Deferred income taxes, net	1,321,983		-	-	-	1,321,983
Provision for bad debts	2,742,463	-	-	-	-	2,742,463
Decrease (increase) in operating assets						
Accounts receivable, net	(4,786,309)	-	-	-	-	(4,786,309)
Inventories	43,970	-	-	-	-	43,970
Prepaid expenses and other current assets	(240,401)	16,519	5,074	-	-	(218,808)
Prepaid income taxes	341,901	(14,648)	1	-	-	327,254
Increase (decrease) in operating liabilities						
Accounts payable	(93,590)	-	-	-	-	(93,590)
Accrued payroll and related liabilities	88,147	1,278	-	-	-	89,425
Credits due payors	(109,590)	-	-	-	-	(109,590)
Other accrued expenses	(356,896)	(9,409)	(5,062)	-	-	(371,367)
NET CASH FLOWS FROM OPERATING ACTIVITIES	7,299,482	604,401	2,030	-	-	7,905,913

See Independent Auditors' Report on Supplementary Information

PENTECH HOLDINGS, INC. & SUBSIDIARIES

SUPPLEMENTARY INFORMATION - SCHEDULE VI - CONSOLIDATING STATEMENT OF CASH FLOWS

Year Ended December 31, 2010

	Pentec Health, Inc.	Pentech Holdings, Inc.	Delaware Valley Home Care	Pentech Home Health, Inc.	Eliminations	Total
CASH FLOWS FROM INVESTING ACTIVITIES						
Purchase of property and equipment	(1,491,592)	-	-	-	-	(1,491,592)
Proceeds from the sale of property and equipment	2,000	-	-	-	-	2,000
Sublease deposit	(10,313)	-	-	-	-	(10,313)
Cash paid for amortizable intangibles	(109,116)	-	-	-	-	(109,116)
NET CASH FLOWS FROM INVESTING ACTIVITIES	(1,609,021)	-	-	-	-	(1,609,021)
CASH FLOWS FROM FINANCING ACTIVITIES						
Repayment of long-term debt	(3,030,607)	-	-	-	-	(3,030,607)
Payment of deferred financing costs	(134,182)	-	-	-	-	(134,182)
Cash received from sale of common stock	-	16,825	-	-	-	16,825
NET CASH FLOWS FROM FINANCING ACTIVITIES	(3,164,789)	16,825	-	-	-	(3,147,964)
NET INCREASE IN CASH	2,525,672	621,226	2,030	-	-	3,148,928
CASH, BEGINNING OF YEAR	900,441	328,874	(2,030)	-	-	1,227,285
CASH, END OF YEAR	$ 3,426,113	$ 950,100	$ -	$ -	$ -	$ 4,376,213

See Independent Auditors' Report on Supplementary Information

Tab 26

Question 26 B

Pentec Health, Inc. 2012 *Performance Improvement Plan* (Attached)

PENTEC HEALTH, INC.

PERFORMANCE IMPROVEMENT

1.12 Performance Improvement Plan – Revised 2 / 2012

DEFINITION AND PURPOSE

The Performance Improvement Plan (PI) is a process designed to objectively evaluate the quality of care provided, identify and resolve problems, and identify and evaluate opportunities to expand and improve patient care. This plan is systematic and ongoing. New processes are designed based on the organization's mission, patient and referral source feedback, community needs and up-to-date sources of information related to ongoing PI activities and PI meeting discussion and recommendations. Monitoring is done on high volume processes and low volume, but high risk/problem prone processes. High-risk processes are defined as those processes that have the potential to result in a sentinel event due to the need of high tech expertise and high level of care coordination necessary. At this time, one such process identified has been implantable pumps. Should at any time the number of high risk patients become limited, a risk analysis will be conducted to identify another high-risk population. Proactive risk assessment is done annually as part of the yearly PI plan evaluation.

PI MODEL

The Plan, Do, Check, Act (PDCA) model shall be used by staff as an approach to improve processes and/or outcome of care or service provided. Once an opportunity (need or problem) to improve has been identified, the PI Committee or designated staff shall "Plan" to improve by identifying changes in process, policy, procedure, etc. Staff will then "Do" the changes identified. Data is then collected to "Check" and determine that the new process, policy and procedure truly resulted in an improvement. Lastly, the staff "Act" to maintain the desired improvement or return to the "Plan" step to develop new strategies to improve the need or problem identified.

PROGRAM OBJECTIVES

1. To utilize a planned, integrated, organization-wide approach that improves organizational performance.
2. To promote patient safety and ensure the delivery of quality patient care that results in positive patient outcomes.
3. To utilize externally and internally designed standards to monitor and assess professional practices and services provided to patients/clients.
4. To design effective mechanisms for problem identification, assessment, resolution, and evaluation of patient care and services.
5. To ensure that professional competency and practices are routinely assessed and maintained.

6. To develop effective systems for the documentation and dissemination of quality assessment and improvement activities to appropriate persons and/or committees.
7. To provide mechanisms, including educational opportunities by which all company employees may become knowledgeable and participate in quality assessment and improvement activities.
8. To ensure the inclusion of fiscal accountability and cost containment responsibility in the provision of patient care and services.
9. To ensure that sentinel events are identified and addressed via root cause analysis.
10. To ensure appropriateness of patients on service by discharging when services are no longer required.

POLICY

1. The PI Committee, in collaboration with the organizational leaders, set priorities for organization-wide PI activities that are designed to improve patient/client outcomes.
2. There shall be an ongoing organization-wide PI program which monitors and evaluates the quality of patient care aspects provided in accordance with the standards of The Joint Commission.
3. The PI plan will delineate the monitoring of activities according to a systematic calendar plan, staff responsibilities, reporting mechanisms, and other specific aspects of the PI program. The plan will be reviewed annually.

RESPONSIBILITY

1. The Governing Body (President) has the ultimate responsibility concerning the quarterly management monitoring activities, annual report and the evaluation of the PI Plan.
2. The PI Committee will authorize implementation of the plan in collaboration with the Vice President of Pharmacy and the Vice President of Nursing Services.
3. The Chairpersons of the PI Committee are primarily responsible for the coordination and organization of PI activities with the collaboration of the PI Committee in accordance with the PI Plan.
4. Individual department heads have the responsibility and authority to implement the PI Plan in their departments.
5. PI monitoring activities and reporting results may be designated to personnel in the appropriate department/area of care by department head. Monitoring results shall be reported to the PI Committee at the scheduled meetings.
6. Specific actions pursuant to improvements of quality services will be implemented by the appropriate department head/designee and reported to the PI Committee.

SCOPE OF SERVICE

Pentec Health is a licensed provider of parenteral therapies. Our professional services are provided by pharmacists and registered nurses.

1. Therapies provided at home include, but are not limited to:

   IVIG
   Antibiotic Therapy
   Spasticity/Pain Management/Implanted pumps program
   Renal therapy administered in the home

2. Equipment Management Services:

   Delivery of supplies and equipment

3. Pharmaceutical Services:

   Preparation, dispensing, and delivery of drugs

4. Billing/Accounts Receivable:

   Our billing staff assists clients in processing claims to third party payers.

PATIENT POPULATION

Patient Type: Patients on home infusion therapies

Patient Age: Mostly 12-75 years old, with some patients over the age of 75

* Minimal patients under 12 and over 75

- Service Area: Implanted pumps – Pennsylvania, Delaware, New Jersey, Maryland, Florida, Virginia, West Virginia, Washington DC, Massachusetts, Connecticut, Ohio, Maine, Indiana, Michigan, Wisconsin, Illinois, Texas, Iowa, Mississippi, and Alabama.

  Renal Home therapy throughout the US

PROFESSIONAL STAFF

1. President & CEO and Executive Vice President & General Manager:
   - Responsible for setting performance improvement priorities and identifying how the organization adjusts priorities in response to unusual or urgent events.

2. Vice President of Nursing Services and Chairperson of PI:
   - Leader of PI Group. Responsible for ensuring positive patient outcomes through support of safe patient care.
   - Plans, organizes, and coordinates organization-wide performance improvement activities. In-services staff concerning quality issues. Assesses policy/procedure compliance with the Joint Commission, OSHA and other State/Federal Regulatory Agencies.

3. Vice President of Pharmacy (Co-Chairperson of PI) and Pharmacy Managers:
   - Plans, organizes, coordinates, directs and evaluates the provision of parenteral services.
   - Maintains a liaison relationship between referral sources and the Pentec pharmacy staff.
   - Resolves patient/client – related concerns of therapies. In-services staff relative to drug therapies. Conducts performance improvement monitoring activities.

4. Director of Nursing:
   - Supervises and helps coordinate all staff education with PI Chairperson who perform services relative to Specialty Infusion therapies. Works closely with PI Chairperson in all aspects of the PI process.

- Supervises all aspects of the daily operations of the Specialty Infusion department. Organizes, coordinates, and evaluates nursing related to direct patient care. Works closely with the Vice President of Nursing Services.

5. Regional Nurse Managers:
   - Organizes, coordinates, directs and evaluates nursing services in collaboration with the Director of Nursing. Orients new personnel to the department. Supervises and in-services staff, as needed. Conducts performance improvement activities. Provides skilled care for administration of therapies, patient instruction and emergency services. Supports the nursing staff in their areas.

6. Vice President of Revenue Management
   - Organizes and directs billing and Accounts Receivable functions of Pentec Health. Conducts quality monitoring activities, as needed.

7. Vice President of Human Resources:
   - Organizes and directs the Human Resources Department. Coordinates company-wide follow-through of the Human Resources Joint Commission standards and requirements. Conducts quality monitoring activities, as needed.

8. Chief Information Officer:
   - Organizes and directs the Information Technology Department. Conducts quality monitoring activities, as needed.

REIMBURSEMENT SERVICES

1. Track and trend the number of referrals turned down and reason why compared to total number of verifications done.

NURSING SERVICES

PURPOSE

1. Identify opportunities to improve clinical outcomes through a process of data collection and analysis with planned implementations and continual re-evaluations.
2. Evaluate ways to enhance nursing processes through evaluation and analysis of trends identified from surveys and direct patient/employee input.
3. Track and trend quality indicators to evaluate potential areas for improvement.
4. Ensure compliance with regulatory agencies' standards.
5. Ensure compliance with internal standards and policies.

QUALITY INDICATORS

1. Number of infections
2. Number of pneumonias
3. Number of falls
4. Number of pump alarms
5. Number of hospitalizations

TIME STUDIES / DATA COLLECTION

1. SOC referral initiation to completion of nursing admission visit.
2. SOC referral initiation to completion of nursing admission documentation.
3. Verbal order entry submission to receipt of signed order.
4. Monthly chart audits to track timeliness/accuracy/compliance of all documentation.

SURVEYS

1. Collect data from patients after admission at 2 month, 6 month, and 2 year intervals.
2. Initiate satisfaction surveys for newly hired nurses at 90 days and continue to monitor existing nurses' levels of satisfaction.
3. Collect data from physicians on a two month regional-rotation basis.

OUTCOME MEASUREMENT

1. No medication errors-all 4 quarters
2. 100% signed physician orders-all 4 quarters
3. 100% SOCs completed per High Touch model-monthly
4. No missed pump alarms - all 4 quarters

PHARMACY

1. Adverse drug reactions and medication errors will be reported and reviewed for trends. Data will be collected monthly and reported quarterly.
   - Track and trend SI accuracy of prescriptions processed and accuracy of doses compounded.
   - Track and trend Renal accuracy of prescriptions processed and accuracy of doses compounded.
   - Track and trend Renal Pharmacy Production accuracy of bags compounded.
2. All patients receiving medication and supplies will receive them in a timely fashion so as to avoid missed/delayed doses. Data will be collected monthly and reported quarterly.
   - Track and trend accuracy of picking, packing and shipping.
3. Perform monthly random audits of patient clinical charts for complete Pharmacy documentation both in patient charts and CPR+. Implement additional learning opportunities and training based on results and continue to monitor as needed.
4. Track and trend environmental quality controls in accordance with USP 797 guidelines to ensure a proper compounding environment.
5. Ensure adequate staffing and scheduling to deliver safe patient care for all patients by reviewing both Care Team as well as overall patient Census
6. Track and trend end product samples tested both internally as well as externally by outside laboratory.
7. Plan to evaluate key outcomes and prioritize the monitoring and implementation of the corresponding process improvement opportunities for renal patients receiving therapy in the home.

Reporting Activities – 2012

1. All PI data shall be aggregated, analyzed and documented quarterly.
2. PI meetings shall be held quarterly.
3. Special meeting shall be held when issued present that may result or have resulted in an adverse patient outcome/sentinel event.

Tab D-6

Appendix D, Question 6

Pentec Health, Inc. Office Lease (Attached)

Regus

Online Office Agreement

English (US)

Agreement Date : January 31, 2013 **Reference No : 4685766**

Business Center Details

RI, Providence – Westminster Square

Address 10 Dorrance Street
Suite 700
Providence
RHODE ISLAND
02903
United States of America

Sales Manager Colleen Grim

Client Details

Company Name Perisc Health

Contact Name Michele Perez

Address 4 Creek Parkway
Boothwyn
Pennsylvania
19061
United States of America

Phone + (484) 4602151

Email mperez@periscHealth.com

Office Payment Details (exc. tax and exc. services)

Office Number	Number of people	Price per Office
726	1	$ 524.00

Initial Payment :

First month's fee :	$ 0.00
Service Retainer :	$ 1,048.00
Total Initial Payment :	**$ 1,048.00**

Service Provision : **Start Date** February 01, 2013 **End Date** January 31, 2014

All agreements end on the last calendar day of the month.

Comments:

* 2 Months Free - Total Savings of $ 1,358.00
Customer will get the 1st, and 7th month office fee waived on the initial term.
* Prompt payment discount applied to office fee - Total Savings of $ 651.84
Customer will make payment in agreed timeframe.

Terms and Conditions

We are Regus Management Group, LLC, "Regus". This Agreement incorporates our terms of business set out on our Terms and Conditions which you confirm you have read and understood. We both agree to comply with those terms and our obligations as set out in them. This agreement is binding from the agreement date and may not be terminated once it is made, except in accordance with its terms. Note that the Agreement does not come to an end automatically. See 'Bringing your Agreement to an end'.

☒ I accept the terms and conditions

Confirm by typing your name in the box below

Name : on behalf of Perisc Health

Tab G-5

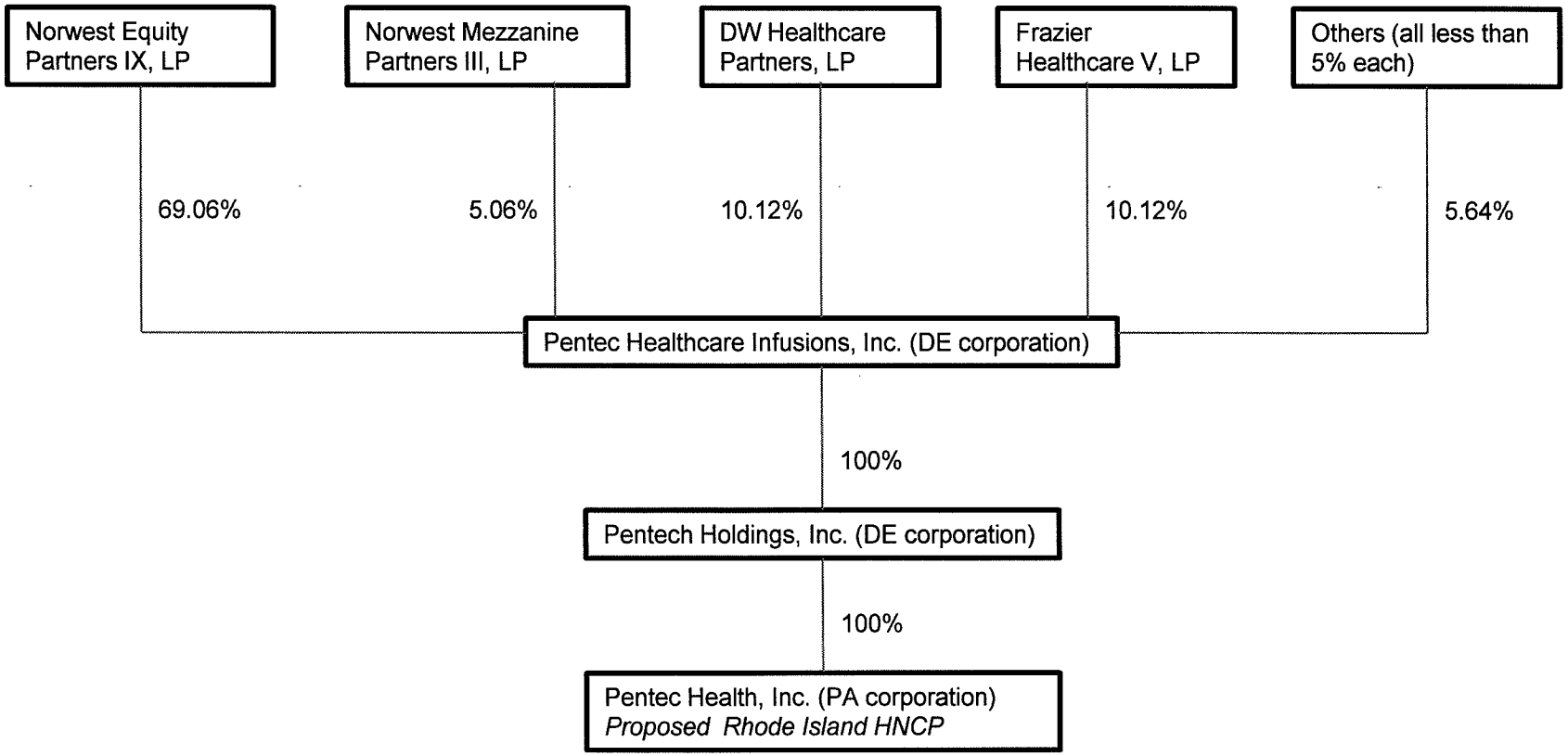
Appendix G, Question 5

Organizational/Ownership Chart of Pentec Health, Inc. (Attached)

Pentec Health, Inc.

Organizational / Ownership Structure

As of December 31, 2012



Ownership interests in Pentech Healthcare Infusions, Inc. indicated above are fully diluted; includes vested options only

Tab G-6

Appendix G, Question 6

Pentec Health, Inc. State Licenses (Attached)

Pentec Health, Inc.
State Pharmacy and Home Health Licenses[1]

State	Pharmacy License Type	Pharmacy License No.	Home Health License Type	Home Health License No.	Address
Alabama	Non-Resident Out of State Mail Order	112799 201458			
Alaska	Out of State	990			
Arizona	Non-Resident	Y004336			
Arkansas	Retail	OS02201			
California	Non-Resident	NRP 740			
Colorado	Out of State	5533			
Connecticut	Non-Resident	PCN.0000387			
D.C.	Non-Resident	NRX11004418	Home Care Agency	CON 07-0-8; License Pending	
Delaware	Non-Resident	A9-0001115			
Florida	Non-Resident	PH 17095			
Georgia	Not Required	N/A			
Hawaii	Misc. Permit	PMP-392			
Idaho	Mail Service	2034MS			
Illinois	Pharmacy	54.017968	Home Nursing Agency	4000334	5600 N. River Road, Suite 800, Rosemont, IL 60018
Indiana	Non-Resident	64000300A	Home Health Agency	11-012608-1	48 N. Emerson Avenue, Suite 300, Office 240, Greenwood, IN 46143
Iowa	Non-Resident	3602			222 Third Street SE, Suite 600, Cedar Rapids, IA 52401
Kansas	Non-Resident	22-10406			
Kentucky	Out of State	PA1197	Mobile Health Service	CON 000-00-5372(1); License Pending	
Louisiana	Out of State	PHY.005655-OS			
Maine	Mail Order	MO40001318	Home Health Care	03033	45 Forest Falls Drive, Suite B4, Yarmouth, ME 04096
Maryland	Pharmacy	P04099	Residential Svc. Agency	R2565	
Massachusetts	Not Required	N/A			
Michigan	Pharmacy	5301008358			
Minnesota	Pharmacy	263902	Class A Professional Home Care Agency	License Pending	100 S. Fifth Street, Suite 1900, Minneapolis, MN 55402
Mississippi	Non-Resident	04557/07.1			

[1] Pentec Health, Inc. is the licensee with respect to every license listed.

State	Pharmacy License Type	Pharmacy License No.	Home Health License Type	Home Health License No.	Address
Missouri	Pharmacy	2012025471			
Montana	Mail Order	2232			
Nebraska	Mail Service	603			
Nevada	Pharmacy	PH02052			
New Hampshire	Mail Order	NR0140			
New Jersey	Out of State	28RO00021500	Health Care Svc. Firm	HP0082000	
New Mexico	Non-Resident	PH00002805			
New York	Non-Resident	26488			
North Carolina	Pharmacy	9320	Home Care Agency	HC4486	1213 Culbreth Drive, Suite 140, Wilmington, NC 28405
North Dakota	Out of State	560			
Ohio	Pharmacy	NTP.021460900			
Oklahoma	Non-Resident	99-1133			
Oregon	Non-Resident	RP-0002005-CS			
Pennsylvania	Pharmacy	PP413743L			4 Creek Parkway, Suite A, Boothwyn, PA 19061
Rhode Island	Non-Resident	PHN09809			
South Carolina	Non-Resident	13999			
South Dakota	Non-Resident	400-0600			
Tennessee	Pharmacy	4108			
Texas	Class E Pharmacy	23805	Home & Community Support Svcs. Agency	013924	18756 Stone Oak Parkway, Suite 200, San Antonio, TX 78258
Utah	Class D Pharmacy	6517607-1708			
Vermont	Non-Resident	36.0086621			
Virginia	Non-Resident	214000859	Home Care Organization	License Pending	7115 Leesburg Pike, Suite 201, Falls Church, VA 22043
Washington	Non-Resident	PHNR.FO.0005807			
West Virginia	Mail Order	MO0560330			
Wisconsin	Pharmacy	209-43			

Tab G-9A

Appendix G, Question 9

Articles of Incorporation of Pentec Health, Inc. (Attached)

COMMONWEALTH OF PENNSYLVANIA

DEPARTMENT OF STATE

MAY 15, 2012

TO ALL WHOM THESE PRESENTS SHALL COME, GREETING:

Pentec Health, Inc.

I, Carol Aichele, Secretary of the Commonwealth of Pennsylvania

do hereby certify that the foregoing and annexed is a true and correct

copy of

1 ARTICLES OF INCORPORATION filed on April 28, 1983
2 CHANGE OF REGISTERED OFFICE - Domestic filed on October 24, 1986
3 ARTICLES OF AMENDMENT-BUSINESS filed on May 14, 1987
4 ARTICLES OF AMENDMENT-BUSINESS filed on June 3, 1987
5 CHANGE OF REGISTERED OFFICE - Domestic filed on April 3, 2001

(List of documents continued on next page)

(List of documents continued)

6 ARTICLES OF AMENDMENT-BUSINESS filed on May 4, 2006
7 ARTICLES OF AMENDMENT-BUSINESS filed on September 20, 2006
8 CHANGE OF REGISTERED OFFICE - Domestic filed on January 22, 2007

which appear of record in this department.

IN TESTIMONY WHEREOF, I have hereunto set my hand and caused the Seal of the Secretary's Office to be affixed, the day and year above written.

Secretary of the Commonwealth

Certification Number: 10315671-1
Verify this certificate online at http://www.corporations.state.pa.us/corp/soskb/verify.asp

APPLICANT'S ACC'T NO.

DSCB:BCL—204 (Rev. 8-72)

Filing Fee: $75
AIB-7

Articles of Incorporation—
Domestic Business Corporation

8327 812

(Line for numbering)

COMMONWEALTH OF PENNSYLVANIA
DEPARTMENT OF STATE
CORPORATION BUREAU

Filed this 28th day of April, 19 83
Commonwealth of Pennsylvania
Department of State

William R. Davis

Secretary of the Commonwealth

(Box for Certification)

In compliance with the requirements of section 204 of the Business Corporation Law, act of May 5, 1933 (P. L. 364) (15 P. S. §1204) the undersigned, desiring to be incorporated as a business corporation, hereby certifies (certify) that:

1. The name of the corporation is:

Delaware Valley Home Care Corp.

2. The location and post office address of the initial registered office of the corporation in this Commonwealth is:

1610 Two Penn Center Plaza, 15th and JFK Boulevard
(NUMBER) (STREET)

Philadelphia Pennsylvania 19102
(CITY) (ZIP CODE)

3. The corporation is incorporated under the Business Corporation Law of the Commonwealth of Pennsylvania for the following purpose or purposes:

To engage in and to do any lawful act concerning any and all lawful business for which corporations may be incorporated under the Pennsylvania Business Corporation Law and to do all things and exercise all powers, rights and privileges which a business corporation may now or hereafter be organized or authorized to do, or to exercise, including manufacturing, under the Business Corporation Law of Pennsylvania.

4. The term for which the corporation is to exist is: perpetual

5. The aggregate number of shares which the corporation shall have authority to issue is:

100,000 shares of common stock with a par value of $1.00 per share.

DSCB:BCL—204 (Rev. 8-72)-2

6. The name(s) and post office address(es) of each incorporator(s) and the number and class of shares subscribed by such incorporator(s) is (are):

NAME	ADDRESS (Including street and number if any)	NUMBER AND CLASS OF SHARES
Susan R. Thornton	1610 Two Penn Center Philadelphia, PA 19102	One (1) share common sto

IN TESTIMONY WHEREOF, the incorporator(s) has (have) signed and sealed these Articles of Incorporation this 21st day of April, 19 83.

_____ (SEAL)

Susan R. Thornton (SEAL)
Susan R. Thornton

_____ (SEAL)

INSTRUCTIONS FOR COMPLETION OF FORM:

A. For general instructions relating to the incorporation of business corporations see 19 Pa. Code Ch. 35 (relating to business corporations generally). These instructions relate to such matters as corporate name, stated purposes, term of existence, authorized share structure and related authority of the board of directors, inclusion of names of first directors in the Articles of Incorporation, optional provisions on cumulative voting for election of directors, etc.

B. One or more corporations or natural persons of full age may incorporate a business corporation.

C. Optional provisions required or authorized by law may be added as Paragraphs 7, 8, 9 . . . etc.

D. The following shall accompany this form.

(1) Three copies of Form DSCB:BCL—206 (Registry Statement Domestic or Foreign Business Corporation).

(2) Any necessary copies of Form DSCB:17.2 (Consent to Appropriation of Name) or Form DSCB:17.3 (Consent to Use of Similar Name).

(3) Any necessary governmental approvals.

E. BCL §205 (15 Pa. S. §1205) requires that the incorporators shall advertise their intention to file or the corporation shall advertise the filing of articles of incorporation. Proofs of publication of such advertising should not be delivered to the Department, but should be filed with the minutes of the corporation.

RECEIVED 1983 APR 28 AM 9:0 DEPT. OF STATE

Commonwealth of Pennsylvania

Department of State

CERTIFICATE OF INCORPORATION

Office of the Secretary of the Commonwealth

To All to Whom These Presents Shall Come, Greeting:

Whereas, *Under the provisions of the Laws of the Commonwealth, the Secretary of the Commonwealth is authorized and required to issue a "Certificate of Incorporation" evidencing the incorporation of an entity.*

Whereas, *The stipulations and conditions of the Law have been fully complied with by*

DELAWARE VALLEY HOME CARE CORP.

Therefore, Know Ye, *That subject to the Constitution of this Commonwealth, and under the authority of the Laws thereof, I do by these presents, which I have caused to be sealed with the Great Seal of the Commonwealth, declare and certify the creation, erection and incorporation of the above in deed and in law by the name chosen hereinbefore specified.*

Such corporation shall have and enjoy and shall be subject to all the powers, duties, requirements, and restrictions, specified and enjoined in and by the applicable laws of this Commonwealth.

Given *under my Hand and the Great Seal of the Commonwealth, at the City of Harrisburg, this* 28th *day of* April *in the year of our Lord one thousand nine hundred and* eighty-three *and of the Commonwealth the two hundred* seventh

William R. Davis

Secretary of the Commonwealth

0770579

APPLICANT'S ACCT NO.

DSCB: BCL—307 (Rev. 8-72)

Filing Fee $40
307

Statement of
Change of Registered
Office in Domestic
Business Corporation

8663 895

(Line for numbering)

726579

COMMONWEALTH OF PENNSYLVANIA
DEPARTMENT OF STATE
CORPORATION BUREAU

Filed this _____ day of _____
OCT 2 4 1986, 19__
Commonwealth of Pennsylvania
Department of State

Secretary of the Commonwealth

(Box for Certification)

In compliance with the requirements of section 307 of the Business Corporation Law, act of May 5, 1933 (P. L. 364) (15 P. S. §1307) the undersigned corporation, desiring to effect a change in registered office, does hereby certify that:

1. The name of the corporation is:

Delaware Valley Home Care Corp.

2. The address of its present registered office in this Commonwealth is (the Department of State is hereby authorized to correct the following statement to conform to the records of the Department):

1610 Two Penn Center Plaza
(NUMBER) (STREET)

Philadelphia Pennsylvania 19102
(CITY) (ZIP CODE)

3. The address to which the registered office in this Commonwealth is to be changed is:

705 Parker Lane
(NUMBER) (STREET)

Springfield Pennsylvania 19064
(CITY) (ZIP CODE)

4. Such change was authorized by resolution duly adopted by at least a majority of the members of the board of directors of the corporation.

IN TESTIMONY WHEREOF, the undersigned corporation has caused this statement to be signed by a duly authorized officer, and its corporate seal, duly attested by another such officer, to be hereunto affixed, this 10th day of October, 19 86.

DELAWARE VALLEY HOME CARE CORP.
(NAME OF CORPORATION)

By X Gary M. Francoso
(SIGNATURE)

President
(TITLE: PRESIDENT, VICE PRESIDENT, E

Attest:

X Gary M. Francoso
(SIGNATURE)

Secretary
(TITLE: SECRETARY, ASSISTANT SECRETARY, ETC.)

(CORPORATE SEAL)

APPLICANT'S ACC'T NO.

DSCB: 3CL-606 (Rev. 8-72)

Filing Fee: $40

Articles of Amendment Pennsylvania Business Corporation

8735 663

(Line for numbering)

770579

COMMONWEALTH OF PENNSYLVANIA
DEPARTMENT OF STATE
CORPORATION BUREAU

Filed this MAY 14 1987 day of _____, 19__.
Commonwealth of Pennsylvania
Department of State

Secretary of the Commonwealth

(Box for Certification)

In compliance with the requirements of section 806 of the Business Corporation Law, act of May 5, 1933 (P. L. 364) (15 P. S. §1806), the undersigned corporation, desiring to amend its Articles, does hereby certify that:

1. The name of the corporation is:

Delaware Valley Home Care Corp.

2. The location of its registered office in this Commonwealth is (the Department of State is hereby authorized to correct the following statement to conform to the records of the Department):

705 Parker Lane
(NUMBER) (STREET)

Springfield Pennsylvania 19064
(CITY) (ZIP CODE)

3. The statute by or under which it was incorporated is:

Section 204 of the Business Corporation Law, act of May 5, 1933 (P.L. 364) (15 P.S. 1204)

4. The date of its incorporation is: April 28, 1983

5. (Check, and if appropriate, complete one of the following):

☐ The meeting of the shareholders of the corporation at which the amendment was adopted was held at the time and place and pursuant to the kind and period of notice herein stated.

Time: The _____ day of _____, 19____.

Place: _____

Kind and period of notice _____

☒ The amendment was adopted by a consent in writing, setting forth the action so taken, signed by all of the shareholders entitled to vote thereon and filed with the Secretary of the corporation.

6. At the time of the action of shareholders:

(a) The total number of shares outstanding was:

334

(b) The number of shares entitled to vote was:

334

DSCB:BCL—806 (Rev. 8-72)-2

7. In the action taken by the shareholders:

(a) The number of shares voted in favor of the amendment was:

334

(b) The number of shares voted against the amendment was:

0

8. The amendment adopted by the shareholders, set forth in full, is as follows:

RESOLVED, that the sole shareholder of the Corporation hereby approves the change of the name of the Corporation to "Clinitech Corp." effective upon filing an Amendment to the Articles of Incorporation with the Corporation Bureau, and that the President and Secretary of this Corporation is hereby authorized to take whatever actions and to prepare and file whatever documents are necessary in order to carry out the terms of this resolution.

IN TESTIMONY WHEREOF, the undersigned corporation has caused these Articles of Amendment to be signed by a duly authorized officer and its corporate seal, duly attested by another such officer, to be hereunto affixed this 7th day of May, 19 87.

DELAWARE VALLEY HOME CARE CORP.
(NAME OF CORPORATION)

Attest:

Gary M. Fanucci
(SIGNATURE)

Secretary
(TITLE: SECRETARY, ASSISTANT SECRETARY, ETC.)

By Gary M. Fanucci
(SIGNATURE)

President
(TITLE PRESIDENT, VICE PRESIDENT, ETC.)

(CORPORATE SEAL)

INSTRUCTIONS FOR COMPLETION OF FORM

A. Any necessary copies of Form DSCB:17.2 (Consent to Appropriation of Name) or Form DSCB:17.3 (Consent to Use of Similar Name) shall accompany Articles of Amendment effecting a change of name

B. Any necessary governmental approvals shall accompany this form.

C. Where action is taken by partial written consent pursuant to the Articles, the second alternate of Paragraph 5 should be modified accordingly.

D. If the shares of any class were entitled to vote as a class, the number of shares of each class so entitled and the number of shares of all other classes entitled to vote should be set forth in Paragraph 6(b).

E. If the shares of any class were entitled to vote as a class, the number of shares of such class and the number of shares of all other classes voted for and against such amendment respectively should be set forth in Paragraphs 7(a) and 7(b).

Certificate (BCL 1807 (15 Pa. C.S. §1807) requires that the corporation shall advertise its intention to file or the filing of Articles of Amendment. Proofs of publication of such advertising should not be delivered to the Department, but should be filed with the minutes of the corporation.

8735 665

Commonwealth of Pennsylvania

Department of State

To All to Whom These Presents Shall Come, Greeting:

Whereas, *In and by Article VIII of the Business Corporation Law, approved the fifth day of May, Anno Domini one thousand nine hundred and thirty-three, P. L. 364, as amended, the Department of State is authorized and required to issue a*

CERTIFICATE OF AMENDMENT

evidencing the amendment of the Articles of Incorporation of a business corporation organized under or subject to the provisions of that Law, and

Whereas, *The stipulations and conditions of that Law pertaining to the amendment of Articles of Incorporation have been fully complied with by*

DELAWARE VALLEY HOME CARE CORP.
name changed to:
CLINITECH CORP.

Therefore, Know Ye, *That subject to the Constitution of this Commonwealth and under the authority of the Business Corporation Law, I do by these presents, which I have caused to be sealed with the Great Seal of the Commonwealth, extend the rights and powers of the corporation named above, in accordance with the terms and provisions of the Articles of Amendment presented by it to the Department of State, with full power and authority to use and enjoy such rights and powers, subject to all the provisions and restrictions of the Business Corporation Law and all other applicable laws of this Commonwealth.*

Given *under my Hand and the Great Seal of the Commonwealth, at the City of Harrisburg, this* 14th *day of* May *in the year of our Lord one thousand nine hundred and* eighty seven *and of the Commonwealth the two hundred* eleventh.

Secretary of the Commonwealth

APPLICANT'S ACC'T NO.

DSCB: BCL-806 (Rev. 8-72)

Filing Fee: $46
PS3

Activity #
Number
Business Corporation

8739 347

(Line for numbering)

770579

COMMONWEALTH OF PENNSYLVANIA
DEPARTMENT OF STATE
CORPORATION BUREAU

Filed this JUN - 3 1987 day of _____, 19__.
Commonwealth of Pennsylvania
Department of State

Secretary of the Commonwealth

(Box for Certification)

In compliance with the requirements of section 806 of the Business Corporation Law, act of May 5, 1933 (P. L. 364) (15 P. S. §1806), the undersigned corporation, desiring to amend its Articles, does hereby certify that:

1. The name of the corporation is:

Clinite h Corp.

2. The location of its registered office in this Commonwealth is (the Department of State is hereby authorized to correct the following statement to conform to the records of the Department):

705 Parker Lane
(NUMBER) (STREET)

Springfield Pennsylvania 19064
(CITY) (ZIP CODE)

3. The statute by or under which it was incorporated is:

Section 204 of the Business Corporation Law, act of May 5, 1933 (P.L. 364) (15 P.S. 1204)

4. The date of its incorporation is: April 28, 1983

5. (Check, and if appropriate, complete one of the following):

☐ The meeting of the shareholders of the corporation at which the amendment was adopted was held at the time and place and pursuant to the kind and period of notice herein stated.

Time: The _____ day of _____, 19____.

Place: _____

Kind and period of notice _____

☒ The amendment was adopted by a consent in writing, setting forth the action so taken, signed by all of the shareholders entitled to vote thereon and filed with the Secretary of the corporation.

6. At the time of the action of shareholders:

(a) The total number of shares outstanding was:

334

(b) The number of shares entitled to vote was:

334

8739 348

DSCB:BCL—806 (Rev. 8-72)-2

7. In the action taken by the shareholders:

(a) The number of shares voted in favor of the amendment was:

334

(b) The number of shares voted against the amendment was:

0

8. The amendment adopted by the shareholders, set forth in full, is as follows:

RESOLVED, that the sole shareholder of the Corporation hereby approves the change of the name of the Corporation to "Pentech Infusions, Inc." effective upon filing an Amendment to the Articles of Incorporation with the Corporation Bureau, and that the President and Secretary of this Corporation is hereby authorized to take whatever actions and to prepare and file whatever documents are necessary in order to carry out the terms of this resolution.

IN TESTIMONY WHEREOF, the undersigned corporation has caused these Articles of Amendment to be signed by a duly authorized officer and its corporate seal, duly attested by another such officer, to be hereunto affixed this 26th day of May, 19 87.

CLINITECH CORP.
(NAME OF CORPORATION)

Attest:
(SIGNATURE)
Secretary
(TITLE: SECRETARY, ASSISTANT SECRETARY, ETC.)
(CORPORATE SEAL)

By
(SIGNATURE)
President
(TITLE: PRESIDENT, VICE PRESIDENT, ETC.)

INSTRUCTIONS FOR COMPLETION OF FORM

A. Any necessary copies of Form DSCB:17.2 (Consent to Appropriation of Name) or Form DSCB:17.3 (Consent to Use of Similar Name) shall accompany Articles of Amendment effecting a change of name.

B. Any necessary governmental approvals shall accompany this form.

C. Where action is taken by partial written consent pursuant to the Articles, the second alternate of Paragraph 5 should be modified accordingly.

D. If the shares of any class were entitled to vote as a class, the number of shares of each class so entitled and the number of shares of all other classes entitled to vote should be set forth in Paragraph 6(b).

E. If the shares of any class were entitled to vote as a class, the number of shares of such class and the number of shares of all other classes voted for and against such amendment respectively should be set forth in Paragraphs 7(a) and 7(b).

F. BCL §807 (15 P.S. §1807) requires that the corporation shall advertise its intention to file or the filing of Articles of Amendment. Proofs of publication of such advertising should not be delivered to the Department, but should be filed with the minutes of the corporation.

DEPT. OF STATE
RECEIVED

8739 349

Commonwealth of Pennsylvania

Department of State

To All to Whom These Presents Shall Come, Greeting:

Whereas, *In and by Article VIII of the Business Corporation Law, approved the fifth day of May, Anno Domini one thousand nine hundred and thirty-three, P. L. 364, as amended, the Department of State is authorized and required to issue a*

CERTIFICATE OF AMENDMENT

evidencing the amendment of the Articles of Incorporation of a business corporation organized under or subject to the provisions of that Law, and

Whereas, *The stipulations and conditions of that Law pertaining to the amendment of Articles of Incorporation have been fully complied with by*

CLINITECH CORP.
name changed to
PENTECH INFUSIONS, INC.

Therefore, Know Ye, *That subject to the Constitution of this Commonwealth and under the authority of the Business Corporation Law, I do by these presents, which I have caused to be sealed with the Great Seal of the Commonwealth, extend the rights and powers of the corporation named above, in accordance with the terms and provisions of the Articles of Amendment presented by it to the Department of State, with full power and authority to use and enjoy such rights and powers, subject to all the provisions and restrictions of the Business Corporation Law and all other applicable laws of this Commonwealth.*

Given *under my Hand and the Great Seal of the Commonwealth, at the City of Harrisburg, this* 3rd *day of* June *in the year of our Lord one thousand nine hundred and* eighty-seven *and of the Commonwealth the two hundred* eleventh.

Certification#: 10315671-1 Page 10 of 20

Secretary of the Commonwealth

200127 · 693

Microfilm Number_____ Filed with the Department of State on APR 03 2001

Entity Number 7[illegible]

Secretary of the Commonwealth

JK

STATEMENT OF CHANGE OF REGISTERED OFFICE

DSCB:15-1507/4144/5507/6144/8506 (Rev 90)

Indicate type of entity (check one):

X Domestic Business Corporation (15 Pa.C.S. § 1507)

___ Foreign Business Corporation (15 Pa.C.S. § 4144)

___ Domestic Nonprofit Corporation (15 Pa.C.S. § 5507)

___ Foreign Nonprofit Corporation (15 Pa.C.S. § 6144)

___ Domestic Limited Partnership (15 Pa.C.S. § 8506)

In compliance with the requirements of the applicable provisions of 15 Pa.C.S. (relating to corporations and unincorporated associations) the undersigned corporation or limited partnership, desiring to effect a change of registered office, hereby states that:

1. The name of the corporation or limited partnership is: Pentech Infusions, Inc.

2. The (a) address of this corporation's or limited partnership's current registered office in this Commonwealth or (b) name of its commercial registered office provider and the county of venue is: (the Department is hereby authorized to correct the following information to conform to the records of the Department):

(a) 705 Parker Lane | Springfield | PA | 19064 | Delaware
Name and Street | City | State | Zip | County

(b) c/o:_____
Name of Commercial Registered Office Provider | County

For a corporation or a limited partnership represented by a commercial registered office provider, the county in (b) shall be deemed the county in which the corporation or limited partnership is located for venue and official publication purposes.

3. (Complete part (a) or (b)):

(a) The address to which the registered office of the corporation or limited partnership in this Commonwealth is to be changed is:

106 Chelsea Parkway | Boothwyn | PA | 19061 | Delaware
Name and Street | City | State | Zip | County

(b) The registered office of the corporation or limited partnership shall be provided by:

c/o:_____
Name of Commercial Registered Office Provider | County

For a corporation or a limited partnership represented by a commercial registered office provider, the county in (b) shall be deemed the county in which the corporation or limited partnership is located for venue and official publication purposes.

200127 · 694

DSCB:15-1507/4144/5507/6144/8506 (Rev 90)-2

4. **(Strike out if a limited partnership):** Such change was authorized by the Board of Directors of the corporation.

IN TESTIMONY WHEREOF, the undersigned corporation or limited partnership has caused this statement to be signed by a duly authorized officer thereof this 29th day of March, 2001.

PENTECH INFUSIONS, INC.
(Name of Corporation)

By: _____
Jerry M. Francesco (Signature)

Title: President

F:\64034\001\StatChange.wpd

Entity #: 770579
Date Filed: 05/04/2006
Pedro A. Cortés
Secretary of the Commonwealth

PENNSYLVANIA DEPARTMENT OF STATE
CORPORATION BUREAU

Articles of Amendment-Domestic Corporation

(15 Pa.C.S.)

Entity Number
770579

_X_ Business Corporation (§ 1915)
____ Nonprofit Corporation (§ 5915)

Name
Pentech Infusions, Inc.

Address
ESQUIRE ASSIST
COUNTER PICK UP

Document will be returned to the name and address you enter to the left.

Commonwealth of Pennsylvania
ARTICLES OF AMENDMENT-BUSINESS 5 Page(s)
T0612545002

Fee: $70

Filed in the Department of State on _____

Secretary of the Commonwealth

In compliance with the requirements of the applicable provisions (relating to articles of amendment), the undersigned, desiring to amend its articles, hereby states that:

1. The name of the corporation is:
Pentech Infusions, Inc.

2. The (a) address of this corporation's current registered office in this Commonwealth or (b) name of its commercial registered office provider and the county of venue is (the Department is hereby authorized to correct the following information to conform to the records of the Department):

(a) Number and Street	City	State	Zip	County
106 Chelsea Parkway	Boothwyn	PA	19061	Delaware

(b) Name of Commercial Registered Office Provider — County
c/o

3. The statute by or under which it was incorporated: Section 204 of the Business Corporation Law, act of May 5, 1933 (P.L. 364) (15 P.S. 1204)

4. The date of its incorporation: April 28, 1983

5. *Check, and if appropriate complete, one of the following:*

_X_ The amendment shall be effective upon filing these Articles of Amendment in the Department of State.

____ The amendment shall be effective on: _____ at _____
Date Hour

FORM DMEAST #9502433 v1

PA. DEPT. OF STATE
2006 MAY -4 PM 4:51

6. *Check one of the following:*

_X_ The amendment was adopted by the shareholders or members pursuant to 15 Pa.C.S. § 1914(a) and (b) or § 5914(a).

____ The amendment was adopted by the board of directors pursuant to 15 Pa. C.S. § 1914(c) or § 5914(b).

7. *Check, and if appropriate, complete one of the following:*

____ The amendment adopted by the corporation, set forth in full, is as follows

_____

_____

_X_ The amendment adopted by the corporation is set forth in full in Exhibit A attached hereto and made a part hereof.

8. *Check if the amendment restates the Articles:*

_X_ The restated Articles of Incorporation supersede the original articles and all amendments thereto.

IN TESTIMONY WHEREOF, the undersigned corporation has caused these Articles of Amendment to be signed by a duly authorized officer thereof this

4th day of May,

2006.

Pentech Infusions, Inc.
Name of Corporation

Signature

President and CEO
Title

EXHIBIT "A"

AMENDED AND RESTATED ARTICLES OF INCORPORATION

OF

PENTECH INFUSIONS, INC.

In compliance with the requirements of 15 Pa. C.S. § 1915 (relating to amendment of articles of incorporation):

1. The name of the corporation is: Pentech Infusions, Inc.

2. The address of the corporation's registered office in this Commonwealth is:

   106 Chelsea Parkway
   Boothwyn, PA 19061

3. The corporation was incorporated under the Pennsylvania Business Corporation Law of 1988, as amended, on April 28, 1983.

4. The purpose of the corporation is and it shall have unlimited power to engage in and to do any lawful act concerning any or all lawful business for which corporations may be incorporated under the Pennsylvania Business Corporation Law of 1988, as amended.

5. The term for which the corporation is to exist is perpetual.

6. The aggregate number of shares which the corporation shall have the authority to issue is 100,000 shares of common stock with a par value of $1.00 per share.

7. The shareholders of the corporation shall not have the right to cumulate their votes for the election of directors of the corporation.

Entity #: 770579
Date Filed: 09/20/2006
Pedro A. Cortés
Secretary of the Commonwealth

PENNSYLVANIA DEPARTMENT OF STATE
CORPORATION BUREAU

Articles of Amendment-Domestic Corporation

(15 Pa.C.S.)

☑ Business Corporation (§ 1915)
☐ Nonprofit Corporation (§ 5915)

Name
Addr Corporation Service Company
City W

Document will be returned to the name and address you enter to the left. ⇐

Fee: $70

In compliance with the requirements of the applicable provisions (relating to articles of amendment), the undersigned, desiring to amend its articles, hereby states that:

1. The name of the corporation is:
Pentech Infusions, Inc.

2. The (a) address of this corporation's current registered office in this Commonwealth or (b) name of its commercial registered office provider and the county of venue is (the Department is hereby authorized to correct the following information to conform to the records of the Department):

(a) Number and Street	City	State	Zip	County
106 Chelsea Parkway	Boothwyn	PA	19061	Delaware

(b) Name of Commercial Registered Office Provider — County
c/o

3. The statute by or under which it was incorporated:

4. The date of its incorporation: April 28, 1983

5. *Check, and if appropriate complete, one of the following:*

☑ The amendment shall be effective upon filing these Articles of Amendment in the Department of State.

☐ The amendment shall be effective on: _____ at _____
Date Hour

Commonwealth of Pennsylvania
ARTICLES OF AMENDMENT-BUSINESS 4 Page(s)

T0626411179

2006 SEP 20 PM 4:38
09/19/2006 14:42 FAX 004

6. *Check one of the following:*

☐ The amendment was adopted by the shareholders or members pursuant to 15 Pa.C.S. § 1914(a) and (b) or § 5914(a).

☑ The amendment was adopted by the board of directors pursuant to 15 Pa. C.S. § 1914(c) or § 5914(b).

7. *Check, and if appropriate, complete one of the following:*

☑ The amendment adopted by the corporation, set forth in full, is as follows

The corporate name has been changed to: Pentec Health, Inc.

☐ The amendment adopted by the corporation is set forth in full in Exhibit A attached hereto and made a part hereof.

8. *Check if the amendment restates the Articles:*

☐ The restated Articles of Incorporation supersede the original articles and all amendments thereto.

IN TESTIMONY WHEREOF, the undersigned corporation has caused these Articles of Amendment to be signed by a duly authorized officer thereof this

19th day of September,

2006.

Pentec Health, Inc. (f/k/a Pentech Infusions, Inc.)
Name of Corporation

Signature

President and Chief Executive Officer
Title

WRITTEN CONSENT OF THE SOLE DIRECTOR OF

PENTECH INFUSIONS, INC.

The sole director of Pentech Infusions, Inc., a Pennsylvania corporation (the "Corporation"), in lieu of a meeting of the Board of Directors, pursuant to Section 1727(b) of the Pennsylvania Business Corporation Law of 1988, as amended, hereby consents to and adopts the following resolutions with the full force and effect as if they had been duly adopted at a meeting held pursuant to notice:

AMENDMENT TO ARTICLES OF INCORPORATION

WHEREAS, Section 1914(c) of the Pennsylvania Business Corporation Law of 1988, as amended, permits the board of directors of a corporation to amend the Corporation's Articles of Incorporation to effect a change in the Corporation's name;

WHEREAS, the sole director has determined that a change in the Corporation's name is in the best interest of the Corporation.

NOW, THEREFORE, BE IT

RESOLVED: That the name of the Corporation be changed from Pentech Infusions, Inc. to Pentec Health, Inc.

RESOLVED: That the Articles of Incorporation of the Corporation be amended such that the Articles of Amendment of the Articles of Incorporation (the "Amendment") shall read in the form of Exhibit A attached hereto; that such Amendment is hereby declared to be advisable and in the best interests of the Corporation.

RESOLVED: That the sole director of the Corporation be, and hereby is, authorized and directed to do or cause to be done any and all such other acts and things and to execute and deliver any and all such further documents as he may deem necessary or appropriate to carry into effect the full intent and purpose of the foregoing resolutions, the taking of any such actions or the execution or delivery of any such documents by the sole director to be conclusive evidence that the same were authorized by this resolution.

The undersigned has executed this Written Consent of Sole Director as of the 19th day of September, 2006.

Richard Lester, Sole Director

Entity #: 770579
Date Filed: 01/22/2007
Pedro A. Cortés
Secretary of the Commonwealth

PENNSYLVANIA DEPARTMENT OF STATE
CORPORATION BUREAU

Statement of Change of Registered Office (15 Pa.C.S.)

- [x] Domestic Business Corporation (§ 1507)
- [ ] Foreign Business Corporation (§ 4144)
- [ ] Domestic Nonprofit Corporation (§ 5507)
- [ ] Foreign Nonprofit Corporation (§ 6144)
- [ ] Domestic Limited Partnership (§ 8506)

Name
Thomas A. Hutton
Address
4 Creek Parkway, Suite A
City State Zip Code
Boothwyn, PA 19061

Document will be returned to the name and address you enter to the left.
⇐

Commonwealth of Pennsylvania
DOMESTIC - CHANGE OF REGISTERED OFFICE 2 Page(s)

T0702564012

Fee: $70

In compliance with the requirements of the applicable provisions of 15 Pa.C.S. (relating to corporations and unincorporated associations), the undersigned corporation or limited partnership, desiring to effect a change of registered office, hereby states that:

1. The name is:
Pentec Health, Inc.

2. The (a) address of its initial registered office in this Commonwealth or (b) name of its commercial registered office provider and the county of venue is:

(a) Number and street	City	State	Zip	County
106 Chelsea Parkway	Boothwyn	PA	19061	Delaware

(b) Name of Commercial Registered Office Provider — County
c/o:

3. *Complete part (a) or (b):*

(a) The address to which the registered office of the corporation or limited partnership in this Commonwealth is to be changed is:

Number and street	City	State	Zip	County
4 Creek Parkway, Suite A	Boothwyn	PA	19061	Delaware

(b) The registered office of the corporation or limited partnership shall be provided by:

c/o:
Name of Commercial Registered Office Provider — County

PA DEPT. OF STATE

JAN 22 2007

4. *Strike out if a limited partnership:*

Such change was authorized by the Board of Directors of the corporation.

IN TESTIMONY WHEREOF, the undersigned has caused this Application for Registration to be signed by a duly authorized officer thereof this

12th day of January, 2007.

Pentec Health, Inc.

Name of Corporation/Limited Partnership

Signature

President

Title

Tab G-9B

Appendix G, Question 9

Bylaws of Pentec Health, Inc. (f/k/a Pentech Infusions, Inc.) (Attached)

AMENDED AND RESTATED BYLAWS OF
PENTECH INFUSIONS, INC.
a Pennsylvania corporation

1. SHAREHOLDERS' MEETINGS

(a) PLACE. Meetings of shareholders shall be held at the principal office of the Corporation or at such other place within or without the Commonwealth of Pennsylvania as may be fixed by the Board of Directors, or by means of the Internet or other electronic communications technology in a fashion pursuant to which the shareholders have the opportunity to read or hear the proceedings substantially concurrently with their occurrence, vote on matters submitted to the shareholders and pose questions to the directors of the Corporation.

(b) ANNUAL MEETING. An annual meeting of shareholders for the election of directors and the transaction of such other business as may properly come before the meeting shall be held in each calendar year. The Board of Directors shall, by resolution, set the date, time and place of the annual meeting. If no date, time and place is set by the Board of Directors, the annual meeting shall be held on the first day of April in each year, if not a legal holiday under the laws of Pennsylvania, and, if a legal holiday, then on the next succeeding business day at 10:00 A.M.

(c) SPECIAL MEETINGS. Special meetings of shareholders may be called at any time by the Board of Directors, by shareholders entitled to cast at least 20% of the votes that all shareholders are entitled to cast at the meeting, or by the President, any Vice President, the Secretary or the Treasurer of the Corporation. At any time, upon written request of any person who has called a special meeting, it shall be the duty of the Secretary of the Corporation to fix the time of the meeting which, if the meeting is called by the Board of Directors or by shareholders entitled to cast at least 20% of the votes that all shareholders are entitled to cast at the meeting, shall be held not more than 60 days after the receipt of the request. If the Secretary neglects or refuses to fix the time of the meeting, the person or persons calling the meeting may do so.

(d) NOTICE. Notice, stating the day and hour and geographic location, if any, of each meeting of shareholders and, in the case of a special meeting, the general nature of the business to be transacted, shall be given by, or at the direction of, the Secretary of the Corporation to each shareholder of record entitled to vote at the meeting at least five days prior to the day named for the meeting, or ten days in the case of a meeting called to consider a fundamental change under Chapter 19 of the Pennsylvania Business Corporation Law of 1988, as amended. If the Secretary neglects or refuses to give notice of a meeting, the person or persons calling the meeting may do so.

(e) QUORUM AND ADJOURNMENT. The presence, in person, by proxy or by means of conference telephone or electronic technology, including, without limitation, the Internet, of shareholders entitled to cast at least a majority of the votes that all shareholders are entitled to cast on a particular matter to be acted upon at the meeting shall constitute a quorum for the purposes of consideration and action on the matter. Any regular or special meeting may be adjourned for such period and to such place as the shareholders present and entitled to vote shall direct, but any meeting at which directors are to be elected shall be adjourned only from day to day, or for such longer periods not exceeding 15 days each as the shareholders present and entitled to vote shall direct, until the directors have been elected. The shareholders present at a duly organized meeting can continue to do business until adjournment notwithstanding the withdrawal of enough shareholders to leave less than a quorum. If a meeting cannot be organized because a quorum has not attended, those present may adjourn the meeting to such time and place as they may determine. Notwithstanding the foregoing, (i) those shareholders entitled to vote who attend a meeting of shareholders at which directors are to be elected that has been previously adjourned for lack of a quorum, although less than a quorum as fixed in this section, shall nevertheless constitute a quorum for the purpose of electing directors and (ii) those shareholders entitled to vote who attend a meeting that has been previously adjourned for one or more periods aggregating at least 15 days because of an absence of a quorum, although less than a quorum as fixed in this section, shall nevertheless constitute a quorum for the purpose of acting upon any matter set forth in the notice of the meeting if the notice states that those shareholders who attend the adjourned meeting shall nevertheless constitute a quorum for the purpose of acting upon the matter.

(f) PARTICIPATION IN MEETINGS VIA TELEPHONE OR OTHER ELECTRONIC MEANS. Shareholders may participate in any shareholders' meeting by conference telephone, similar communications equipment or other electronic means, including without limitation, the Internet. Shareholders so participating will be deemed present at the meeting.

(g) ACTION BY SHAREHOLDERS. Except as may be otherwise required by law or specified in the Articles of Incorporation or in a bylaw adopted by the shareholders, whenever any corporate action is to be taken by a vote of the shareholders, it shall be authorized upon receiving the affirmative vote of a majority of the votes cast by all shareholders at a duly organized meeting of shareholders by the holders of shares entitled to vote thereon and, if any shareholders are entitled to vote thereon as a class, upon receiving the affirmative vote of a majority of the votes cast by the shareholders entitled to vote as a class.

(h) CONSENT OF SHAREHOLDERS. Any action required or permitted to be taken at a meeting of the shareholders or of a class of shareholders may be taken without a meeting, if, prior or subsequent to the action, a consent or consents, setting forth the action so taken, shall be given by all of the shareholders who would be entitled to vote at a meeting for such purpose and shall be filed with the Secretary of the Corporation. Any action required or permitted to be taken at a meeting of the shareholders or of a class of shareholders may be taken without a meeting upon the consent of shareholders who would have been entitled

to cast the minimum number of votes that would be necessary to authorize the action at a meeting at which all shareholders entitled to vote thereon were present and voting. The consents shall be filed with the Secretary of the Corporation. The action shall not become effective until after at least ten days' notice of the action has been given to each shareholder entitled to vote thereon who has not consented thereto.

(i) SHAREHOLDERS LIST. The officer or agent having charge of the transfer books for shares of the Corporation shall make a complete list of the shareholders entitled to vote at any meeting of shareholders, arranged in alphabetical order, with the address of and the number of shares held by each such shareholder. The list shall be produced and kept open at the time and place of each meeting of shareholders and shall be subject to the inspection of any shareholder during the meeting for the purposes thereof.

(j) RECORD DATE. The Board of Directors may fix a time prior to the date of any meeting of shareholders as a record date for the determination of the shareholders entitled to notice of, or to vote at, the meeting, which time, except in the case of an adjourned meeting, shall be not more than 90 days prior to the date of the meeting of shareholders. Only shareholders of record on the date fixed shall be so entitled notwithstanding any transfer of shares on the books of the Corporation after any record date fixed as provided in this section. The Board of Directors may similarly fix a record date for the determination of shareholders of record for any other purpose. When a determination of shareholders of record has been made as provided in this section for purposes of a meeting, the determination shall apply to any adjournment thereof unless the Board of Directors fixes a new record date for the adjourned meeting.

(k) PRESIDING OFFICER. There shall be a presiding officer at every meeting of the shareholders. The presiding officer shall be the Chairman or the President as they may decide between them of the Corporation. If the President is unable to fulfill this function for any reason, then the Board of Directors shall designate a presiding officer. The presiding officer shall have the authority to determine the order of business and to establish rules for the conduct of each shareholders' meeting; provided that the presiding officer shall be fair to the shareholders in adopting such rules for and in conducting the meeting. The presiding officer shall announce at the meeting when the polls close for each matter voted upon. If no announcement is made, the polls shall be deemed to have closed upon the final adjournment of the meeting. After the polls close, no ballots, proxies or votes, nor any revocations or changes thereto, may be accepted.

2. DIRECTORS' MEETINGS

(a) BOARD OF DIRECTORS. Unless otherwise provided by law, all powers of the Corporation shall be exercised by or under the authority of, and the business and

affairs of the Corporation shall be managed under the direction of, a Board of Directors. The number of directors of the Corporation shall be set by resolution of the Board.

(b) ELECTION AND TERM OF OFFICE. Except as provided in these bylaws, directors shall be elected by the shareholders. Each director shall be a natural person of full age who need not be a resident of Pennsylvania or a shareholder of the Corporation. Directors shall hold office for one year and until their successors have been selected and qualified, or until their earlier death, resignation or removal.

(c) VACANCIES. Vacancies in the Board of Directors, including vacancies resulting from an increase in the number of directors, shall be filled by a majority of the remaining directors though less than a quorum, or by a sole remaining director. A director selected to fill a vacancy shall serve for the balance of the unexpired term.

(d) ANNUAL MEETING. An annual meeting of the Board of Directors shall be held each year as soon as practicable after the annual meeting of shareholders, at the place where such meeting of shareholders was held or at such other place as the Board of Directors may determine, for the purpose of organization of the Board, election of officers and the transaction of any other business as may properly be brought before the meeting. No notice of any kind of the annual meeting of the Board of Directors need be given to either old or new directors.

(e) REGULAR MEETINGS. Regular meetings of the Board of Directors may be held at such times and at such places as the directors may determine from time to time. Notice of regular meetings need not be given.

(f) SPECIAL MEETINGS. Special meetings of the Board of Directors may be called by the Chairman or the President or by a majority of the directors then in office. Notice of every special meeting shall be given to each director not later than the second day immediately preceding the day of such meeting in the case of notice by mail or courier service, and not later than during the day immediately preceding the day of such meeting in the case of notice delivered personally or by facsimile transmission, e-mail or other electronic communication. Such notice shall state the time and geographic location, if any, of the meeting, but neither the business to be transacted at, nor the purpose of, the meeting need be specified in the notice of such meeting.

(g) PARTICIPATION IN MEETINGS VIA TELEPHONE OR OTHER ELECTRONIC MEANS. The Board of Directors may participate in meetings of the Board by conference telephone, similar communications equipment or other electronic means of which all persons participating in the meeting can hear each other. Directors so participating will be deemed present at the meeting.

(h) QUORUM. A majority of the directors in office shall be necessary to constitute a quorum for the transaction of business, and the acts of a majority of the directors present and voting at a meeting at which a quorum is present shall be the acts of the Board of Directors.

(i) UNANIMOUS CONSENT. Any action required or permitted to be taken at a meeting of the directors may be taken without a meeting if, prior or subsequent to the action, a consent or consents setting forth the action so taken shall be given by all the directors in office and shall be filed with the secretary of the Corporation.

(j) PAYMENTS TO DIRECTORS. The directors may be reimbursed for the expenses of attending Board meetings and committee meetings and may be paid a fixed sum for attendance at each meeting or such other compensation for their services as may, from time to time, be fixed by the Board of Directors. No such payment shall preclude any director from serving the Corporation in any other capacity and receiving compensation therefor.

(k) SALARIES. The salaries and other compensation of officers and assistants shall be fixed by the Board of Directors.

(l) DISTRIBUTIONS. The directors may, to the extent permitted by law, authorize and the Corporation may make distributions from time to time.

(m) LIABILITY OF DIRECTORS. A director of the Corporation shall not be personally liable for monetary damages for any action taken, or any failure to take any action, unless the director has breached or failed to perform the duties of his office as provided for under Subchapter B of the Pennsylvania Business Corporation Law of 1988, as amended, and the breach or failure to perform constitutes self-dealing, willful misconduct or recklessness. This shall not apply to the responsibility or liability of a director pursuant to any criminal statute or to the liability of a director for the payment of taxes pursuant to Federal, State or local law. Any repeal, amendment, or modification of this Section shall be prospective only and shall not increase, but may decrease a director's liability with respect to actions or failures to act occurring prior to such change.

3. COMMITTEES

(a) ESTABLISHMENT AND POWERS. The Board of Directors may, by resolution adopted by a majority of the directors in office, establish one or more committees to serve at the pleasure of the Board, consisting in each case of one or more directors, and may designate one or more directors as alternate members of such a committee.

Any committee, to the extent provided in the resolution by which it is established, shall have and may exercise all of the powers and authority of the Board of Directors except that a committee shall not have any power or authority as to the following:

(a) The submission to shareholders of any action requiring approval of shareholders under the Pennsylvania Business Corporation Law of 1988, as amended;

(b) The creation or filling of vacancies in the Board of Directors;

(c) The adoption, amendment or repeal of these bylaws;

(d) The amendment or repeal of any resolution of the Board of Directors that by its terms is amendable or repealable only by the Board of Directors; and

(e) Action on matters committed by a resolution of the Board of Directors exclusively to another committee of the Board of Directors.

In the absence or disqualification of a member and alternate member or members of a committee, the member or members of the committee present at any meeting and not disqualified from voting, whether or not they constitute a quorum, may unanimously appoint another director to act at the meeting in place of the absent or disqualified member.

(b) QUORUM. A majority of the directors appointed to a committee shall constitute a quorum for the transaction of business, and the acts of a majority of the directors appointed to a committee present and voting at a meeting of the committee at which a quorum is present shall be the acts of the committee.

(c) MEETINGS AND NOTICES. A committee may, by resolution, fix regular meeting dates of which no notice need be given to members of the committee. Special meetings of a committee may be held at the call of the chairman of the committee upon such notice as is provided in these bylaws for special meetings of the Board of Directors. Any action required or permitted to be taken at a meeting of the members of a committee may be taken without a meeting if, prior or subsequent to the action, a consent or consents setting forth the action so taken shall be given by all the members of the committee and shall be filed with the secretary of the Corporation.

(d) BOARD SUBMISSION. All action taken by the committees shall be reported to the Board not later than the next succeeding regular meeting of the Board.

4. OFFICERS

(a) NUMBER. The officers of the Corporation shall be a Chairman, a President, a Secretary, and a Treasurer, or persons who shall act as such, regardless of the name or title by which they may be designated, elected or appointed, and, in addition, the Corporation may have one or more Vice Presidents and such other officers and assistant officers as the Board of Directors may elect. All officers shall be natural persons of full age. Any number of offices may be held by the same person. Officers may but need not be shareholders or members of the Board of Directors.

(b) ELECTION. The officers and assistant officers shall be elected or appointed by the Board of Directors at its annual meeting, or as soon thereafter as possible, and shall hold office for a term of one year and until their successors are selected and qualified or until their earlier death, resignation or removal by the Board of Directors.

(c) VACANCIES. A vacancy by reason of death, resignation or removal of any officer or assistant officer or by reason of the creation of a new office may be filled by the Board of Directors.

(d) GENERAL DUTIES. All officers and assistant officers, as between themselves and the Corporation, shall have such authority and perform such duties in the management of the Corporation as may be provided in these bylaws and as may be determined by resolution of the Board of Directors not inconsistent with these bylaws.

(e) THE CHAIRMAN OF THE BOARD OF DIRECTORS. The chairman of the board of directors shall be the chief executive officer of the corporation and shall have general supervision over the business and operations of the corporation, subject, however, to the control of the board of directors. The chairman of the board of directors shall be a member, ex officio, of all standing committees. The chairman of the board of directors shall perform all duties incident to the office of chairman of the board of directors, and such other duties as from time to time may be assigned by the board of directors.

(f) THE PRESIDENT. The president shall be the chief operating officer of the corporation. During the absence or disability of the chairman of the board of directors, the president shall exercise all the powers and discharge all the duties of the chairman of the board of directors. The president shall perform all duties incident to the office of president and such other duties as from time to time may be assigned by the board of directors or the chairman of the board of directors.

(g) VICE PRESIDENTS. The Vice President, or if there shall be more than one, the Vice Presidents in the order determined by the Board of Directors, shall, in the absence or disability of the President, perform the duties and exercise the powers of the President and shall perform such other duties and have such other powers as the Board of Directors may from time to time prescribe.

(h) SECRETARY. The Secretary shall be custodian of the books and records of the Corporation other than those in the custody of the Treasurer. The Secretary shall be custodian of the seal and is hereby authorized to affix the seal to all documents, the execution and delivery of which are duly authorized. The Secretary shall record the minutes of all meetings of shareholders and of the Board of Directors and shall be responsible for the giving of all notices of such meetings in accordance with these bylaws. The Secretary shall, in general, perform such other duties as are incident to the office of Secretary and as may be assigned by the Board of Directors or by the President.

(i) TREASURER. The Treasurer shall be the financial officer of the Corporation. The Treasurer shall have charge and custody of, and be responsible for, all funds of the Corporation and the books and records relating to the same, and shall deposit all such funds in the name of the Corporation in depositories selected by the Board of Directors. The Treasurer shall render to the President and the Board of Directors, upon request, an account of all transactions taken as Treasurer and of the financial condition of the Corporation. The Treasurer shall, in general, perform such other duties as are incident to the office of Treasurer and as may be assigned by the Board of Directors or by the President. The Treasurer shall, if required to do so by the Board of Directors, furnish bond in such form and amount and to cover such risks as the Board of Directors may determine.

5. INDEMNIFICATION OF DIRECTORS, OFFICERS, AND OTHER PERSONS

(a) INDEMNIFICATION OF DIRECTORS, OFFICERS, AND OTHER PERSONS. The Corporation shall indemnify any director, officer, employee or agent of the Corporation or any of its subsidiaries who was or is an "authorized representative" of the Corporation (which shall mean, for the purpose of this Article, a director or officer of the Corporation, or a person serving at the request of the Corporation as a director, officer, partner, fiduciary or trustee of another corporation, partnership, joint venture, trust, employee benefit plan or other enterprise) and who was or is a "party" (which shall include for purposes of this Article the giving of testimony or similar involvement) or is threatened to be made a party to any "proceeding" (which shall mean for purposes of this Article any threatened, pending or completed action, suit, appeal or other proceeding of any nature, whether civil, criminal, administrative or investigative, whether formal or informal, and whether brought by or in the right of the Corporation, its shareholders or otherwise) by reason of the fact that such person was or is an authorized representative of the Corporation to the fullest extent permitted by law, including without limitation indemnification against expenses (which shall include for purposes of this Article attorneys' and experts' fees and disbursements), damages, punitive damages, judgments, penalties, fines and amounts paid in settlement, actually and reasonably incurred by

such person in connection with such proceeding, unless the act or failure to act giving rise to the claim is finally determined by a court to have constituted willful misconduct or recklessness. If an authorized representative is not entitled to indemnification in respect of a portion of any liabilities to which such person may be subject, the Corporation shall nonetheless indemnify such person to the maximum extent for the remaining portion of the liabilities. The termination of a proceeding by judgment, order, settlement, or conviction or upon a plea of nolo contender or its equivalent shall not itself create a presumption that the representative is not entitled to indemnification.

(b) ADVANCEMENT OF EXPENSES. The Corporation shall pay the expenses (including attorneys' and experts' fees and disbursements) actually and reasonably incurred in defending a proceeding on behalf of any person entitled to indemnification under Section 5(a) in advance of the final disposition of such proceeding upon receipt of an undertaking by or on behalf of such person to repay such amount if it shall ultimately be determined that such person is not entitled to be indemnified by the Corporation as authorized in this Article and may pay such expenses in advance on behalf of any employee or agent on receipt of a similar undertaking. The financial ability of such authorized representative to make such repayment shall not be prerequisite to the making of an advance. Advancement of expenses under this Section shall not require authorization by the Board of Directors.

(c) EMPLOYEE BENEFIT PLANS. For purposes of this Article, the Corporation shall be deemed to have requested an officer, director, employee or agent to serve as fiduciary with respect to an employee benefit plan where the performance by such person of duties to the Corporation also imposes duties on, or otherwise involves services by, such person as a fiduciary with respect to the plan; excise taxes assessed on an authorized representative with respect to any transaction with an employee benefit plan shall be deemed "fines"; and action taken or omitted by such person with respect to an employee benefit plan in the performance of duties for a purpose reasonably believed to be in the interest of the participants and beneficiaries of the plan shall be deemed to be for a purpose which is not opposed to the best interests of the Corporation.

(d) SECURITY FOR INDEMNIFICATION OBLIGATIONS. To further effect, satisfy or secure the indemnification obligations provided herein or otherwise, the Corporation may maintain insurance, obtain a letter of credit, act as self-insurer, create a reserve, trust, escrow, cash collateral or other fund or account, enter into indemnification agreements, pledge or grant a security interest in any assets or properties of the Corporation, or use any other mechanism or arrangement whatsoever in such amounts, at such costs, and upon such other terms and conditions as the Board of Directors shall deem appropriate.

(e) RELIANCE UPON PROVISIONS. Each person who shall act as an authorized representative of the Corporation shall be deemed to be doing so in reliance upon the rights of indemnification provided by this Article.

(f) AMENDMENT OR REPEAL. All rights of indemnification under this Article shall be deemed a contract between the Corporation and the person entitled to indemnification under this Article pursuant to which the Corporation and each such person intend to be legally bound. Any repeal, amendment or modification hereof shall be prospective only and shall not limit, but may expand, any rights or obligations in respect of any proceeding whether commenced prior to or after such change to the extent such proceeding pertains to actions or failures to act occurring prior to such change.

(g) SCOPE OF ARTICLE. The indemnification, as authorized by this Article, shall not be deemed exclusive of any other rights to which those seeking indemnification or advancement of expenses may be entitled under any statute, agreement, vote of shareholders or disinterested directors or otherwise, both as to action in an official capacity and as to action in any other capacity while holding such office. The indemnification and advancement of expenses provided by, or granted pursuant to, this Article shall continue as to a person who has ceased to be an officer, director, employee or agent in respect of matters arising prior to such time, and shall inure to the benefit of the heirs, executors and administrators of such person.

6. STOCK CERTIFICATES

(a) ISSUANCE. Stock certificates shall be issued to all shareholders. Stock certificates shall be executed, by facsimile or otherwise, by the President or any Vice President and the Secretary or Assistant Secretary or the Treasurer or Assistant Treasurer, or by such other officers as the Board of Directors may direct. The fact that an officer whose signature, manual or in facsimile, appears on any stock certificate shall cease to be an officer of the Corporation, either before or after such certificate is issued, shall not invalidate such certificate.

(b) LOSS OR DESTRUCTION OF STOCK CERTIFICATES. In case of loss or destruction of a stock certificate, no new certificate shall be issued in lieu thereof except upon satisfactory proof to the Board of Directors of such loss or destruction and, in the discretion of the Board of Directors, upon the posting of a bond or other indemnity in an amount satisfactory to the Board.

7. NOTICES

(a) NOTICE. Whenever any notice is required to be given to any person by law, the Articles of Incorporation or these bylaws, it shall be given to such person either personally or by sending a copy thereof by first class or express mail, postage prepaid, or courier service, charges prepaid, to his or her postal address appearing on the books of the Corporation or, in the case of a director, to the address supplied by the director to the Corporation for the purpose of notice, or by facsimile number, e-mail or other electronic communication to his or her facsimile number or address for e-mail or other electronic communications supplied by him or her to the Corporation for the purpose of notice. Notice given by first class or express mail or courier service shall be deemed to have been given to the person entitled thereto when deposited in the United States mail or with a courier service for delivery to that person. Notice given by facsimile transmission, e-mail or other electronic communication shall be deemed to have been given to the person entitled thereto when sent. A notice of meeting shall specify the day and hour and geographic location, if any, of the meeting and, in the case of a special meeting of shareholders, the general nature of the business to be transacted.

(b) WAIVER OF NOTICE. Whenever any written notice is required to be given under law, the Articles of Incorporation or these bylaws, a waiver thereof in writing, signed by the person or persons entitled to the notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of the notice. Neither the business to be transacted at, nor the purpose of, a meeting need be specified in the waiver of notice of the meeting. Attendance of a person at any meeting shall constitute a waiver of notice of the meeting except where a person attends a meeting for the express purpose of objecting, at the beginning of the meeting, to the transaction of any business because the meeting was not lawfully called or convened.

8. MISCELLANEOUS PROVISIONS

(a) VALIDITY. Any note, mortgage, evidence of indebtedness, contract or other document, or any assignment or endorsement thereof, executed or entered into between the Corporation and any other person, when signed by the President or any Vice President or the Secretary or the Treasurer of the Corporation, or by such other officer or officers as the Board of Directors may from time to time designate, shall be deemed to be properly executed for and in behalf of the Corporation.

(b) FISCAL YEAR. The fiscal year of the Corporation shall be fixed by resolution of the Board of Directors.

(c) MANNER OF CONSENT. For purposes of these bylaws consent may be given by means of a physical written copy or may be transmitted by facsimile

transmission, email or similar electronic communications technology; provided that the means of giving consent shall enable the Corporation to keep a record of the consents. In addition, consents may be given in any number of counterparts.

9. AMENDMENTS

(a) AMENDMENT. These bylaws may be altered, amended or repealed and new bylaws may be adopted by (i) a majority of the votes cast at a duly organized meeting of shareholders or (ii) with respect to those matters that are not by statute committed expressly to the shareholders, by the vote of a majority of the directors of the Corporation. In the case of a meeting of shareholders, written notice shall be given to each shareholder that the purpose, or one of the purposes, of the meeting is to consider the adoption, amendment or repeal of the bylaws, and a copy of the proposed amendment or a summary of the changes to be effected thereby shall be included in, or enclosed with, the notice. No alteration, amendment or repeal of these bylaws that limits indemnification rights, increases the liability of directors or changes the manner or vote required to make such alteration, amendment or repeal, shall be made except by the affirmative vote of the shareholders entitled to cast at least a majority of the votes which all shareholders are entitled to cast thereon.

Tab G-9C

Appendix G, Question 9

Articles of Incorporation of Pentech Holdings, Inc. (Attached)

Delaware

The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED ARE TRUE AND CORRECT COPIES OF ALL DOCUMENTS ON FILE OF "PENTECH HOLDINGS, INC." AS RECEIVED AND FILED IN THIS OFFICE.

THE FOLLOWING DOCUMENTS HAVE BEEN CERTIFIED:

CERTIFICATE OF INCORPORATION, FILED THE SEVENTEENTH DAY OF JANUARY, A.D. 2006, AT 5:32 O'CLOCK P.M.

RESTATED CERTIFICATE, FILED THE FOURTH DAY OF MAY, A.D. 2006, AT 8:37 O'CLOCK A.M.

CERTIFICATE OF AMENDMENT, FILED THE ELEVENTH DAY OF JULY, A.D. 2008, AT 2:12 O'CLOCK P.M.

RESTATED CERTIFICATE, FILED THE TWENTY-FIFTH DAY OF MAY, A.D. 2011, AT 10:04 O'CLOCK A.M.

CERTIFICATE OF MERGER, FILED THE FIRST DAY OF JUNE, A.D. 2012, AT 5:25 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE AFORESAID CERTIFICATES ARE THE ONLY CERTIFICATES ON RECORD OF THE AFORESAID CORPORATION, "PENTECH HOLDINGS, INC.".

Jeffrey W. Bullock, Secretary of State

4088931 8100H

AUTHENTICATION: 0179008

130106275

DATE: 01-30-13

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

State of Delaware
Secretary of State
Division of Corporations
Delivered 05:53 PM 01/17/2006
FILED 05:32 PM 01/17/2006
SRV 060044757 - 4088931 FILE

CERTIFICATE OF INCORPORATION

OF

PENTECH HOLDINGS, INC.

The undersigned, a natural person, for the purpose of organizing a corporation for conducting the business and promoting the purposes hereinafter stated, under the provisions and subject to the requirements of the laws of the State of Delaware (particularly Chapter 1, Title 8 of the Delaware Code and the acts amendatory thereof and supplemental thereto, and known, identified and referred to as the "General Corporation Law of the State of Delaware"), hereby certifies that:

FIRST: The name of the corporation (hereinafter called the "Corporation") is

PENTECH HOLDINGS, INC.

SECOND: The address, including street, number, city, and county, of the registered office of the Corporation in the State of Delaware is 2711 Centerville Road, Suite 400, City of Wilmington, County of New Castle; and the name of the registered agent of the Corporation in the State of Delaware is Corporation Service Company.

THIRD: The nature of the business to be conducted and the purposes of the Corporation are:

To purchase or otherwise acquire, invest in, own, lease, mortgage, pledge, sell, assign and transfer or otherwise dispose of, trade and deal in and with real property and personal property of every kind, class and description (including, without limitation, goods, wares and merchandise of every kind, class and description), to manufacture goods, wares and merchandise of every kind, class and description, both on its own account and for others;

To make and perform agreements and contracts of every kind and description; and

Generally to engage in any lawful act or activity or carry on any business for which corporations may be organized under the Delaware General Corporation Law or any successor statute.

FOURTH: The total number of shares of all classes of stock which the Corporation shall have authority to issue is Three Thousand (3,000), consisting of 3,000 shares of Common Stock, Zero Dollars and One Cent ($0.01) Par Value per share (the "Common Stock").

FIFTH: The name and mailing address of the sole incorporator is as follows:

Name	Mailing Address
Agnes L. Sym	c/o Mintz Levin Cohn Ferris Glovsky and Popeo PC One Financial Center Boston, MA 02111

SIXTH: The Corporation is to have perpetual existence.

SEVENTH: For the management of the business and for the conduct of the affairs of the Corporation, and in further definition and not in limitation of the powers of the Corporation and of its directors and of its stockholders or any class thereof, as the case may be, conferred by the State of Delaware, it is further provided that:

A. The management of the business and the conduct of the affairs of the Corporation shall be vested in its Board of Directors. The number of directors which shall constitute the whole Board of Directors shall be fixed by, or in the manner provided in, the By-Laws. The phrase "whole Board" and the phrase "total number of directors" shall be deemed to have the same meaning, to wit, the total number of directors which the Corporation would have if there were no vacancies. No election of directors need be by written ballot.

B. After the original or other By-Laws of the Corporation have been adopted, amended or repealed, as the case may be, in accordance with the provisions of Section 109 of the General Corporation Law of the State of Delaware, and, after the Corporation has received any payment for any of its stock, the power to adopt, amend, or repeal the By-Laws of the Corporation may be exercised by the Board of Directors of the Corporation.

C. The books of the Corporation may be kept at such place within or without the State of Delaware as the By-Laws of the Corporation may provide or as may be designated from time to time by the Board of Directors of the Corporation.

EIGHTH: The Corporation shall, to the fullest extent permitted by Section 145 of the General Corporation Law of the State of Delaware, as the same may be amended and supplemented from time to time, indemnify and advance expenses to, (i) its directors and officers, and (ii) any person who at the request of the Corporation is or was serving as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, from and against any and all of the expenses, liabilities, or other matters referred to in or covered by said section as amended or supplemented (or any successor), provided, however, that except with respect to proceedings to enforce rights to indemnification, the By-Laws of the Corporation may provide that the Corporation shall indemnify any director, officer or such person in connection with a proceeding (or part thereof) initiated by such director, officer or such person only if such proceeding (or part thereof) was authorized by the Board of Directors of the Corporation. The Corporation, by action of its Board of Directors, may provide indemnification or advance expenses to employees and agents of the Corporation or other persons only on such terms and conditions and to the extent determined by the Board of Directors in its sole and absolute discretion. The indemnification provided for herein shall not be deemed exclusive of

any other rights to which those indemnified may be entitled under any By-Law, agreement, vote of stockholders or disinterested directors or otherwise, both as to action in their official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director, officer, employee, or agent and shall inure to the benefit of the heirs, executors and administrators of such a person.

NINTH: No director of this Corporation shall be personally liable to the Corporation or its stockholders for monetary damages for breach of fiduciary duty as a director except to the extent that exemption from liability or limitation thereof is not permitted under the General Corporation Law of the State of Delaware as in effect at the time such liability or limitation thereof is determined. No amendment, modification or repeal of this Article shall apply to or have any effect on the liability or alleged liability of any director of the Corporation for or with respect to any acts or omissions of such director occurring prior to such amendment, modification or repeal. If the General Corporation Law of the State of Delaware is amended after approval by the stockholders of this Article to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of a director of the Corporation shall be eliminated or limited to the fullest extent permitted by the General Corporation Law of the State of Delaware, as so amended.

TENTH: Whenever a compromise or arrangement is proposed between this Corporation and its creditors or any class of them and/or between this Corporation and its stockholders or any class of them, any court of equitable jurisdiction within the State of Delaware may, on the application in a summary way of this Corporation or of any creditor or stockholder thereof or on the application of any receiver or receivers appointed for this Corporation under the provisions of Section 291 of Title 8 of the Delaware Code or on the application of trustees in dissolution or of any receiver or receivers appointed for this Corporation under the provisions of Section 279 of Title 8 of the Delaware Code, order a meeting of the creditors or class of creditors, and/or of the stockholders or class of stockholders of this Corporation, as the case may be, to be summoned in such manner as the said court directs. If a majority in number representing three-fourths (3/4) in value of the creditors or class of creditors, and/or of the stockholders or class of stockholders of this Corporation, as the case may be, agree to any compromise or arrangement and to any reorganization of this Corporation as consequence of such compromise or arrangement, the said compromise or arrangement and the said reorganization shall, if sanctioned by the court to which the said application has been made, be binding on all the creditors or class of creditors, and/or on all the stockholders or class of stockholders, of this Corporation, as the case may be, and also on this Corporation.

ELEVENTH: From time to time any of the provisions of this Certificate of Incorporation may be amended, altered or repealed, and other provisions authorized by the laws of the State of Delaware at the time in force may be added or inserted in the manner and at the time prescribed by said laws, and all rights at any time conferred upon the stockholders of the Corporation by this Certificate of Incorporation are granted subject to the provisions of this Article.

I, the undersigned, being the sole incorporator, for the purpose of forming a Corporation under the laws of the State of Delaware, do make, file and record this Certificate of Incorporation, to certify that the facts herein stated are true, and accordingly have hereto set my hand this 11th day of January, 2006.

Agnes L. Sym,
Sole Incorporator

TRA 2108712v.2

State of Delaware
Secretary of State
Division of Corporations
Delivered 08:34 AM 05/04/2006
FILED 08:37 AM 05/04/2006
SRV 060417018 - 4088931 FILE

AMENDED AND RESTATED CERTIFICATE OF INCORPORATION OF PENTECH HOLDINGS, INC.

(Pursuant to Sections 242 and 245 of the Delaware General Corporation Law)

Pentech Holdings, Inc., a corporation organized and existing under the Delaware General Corporation Law ("DGCL"), hereby certifies as follows:

1. The name of the corporation is Pentech Holdings, Inc. (the "Corporation"). The date of filing of the Certificate of Incorporation with the Secretary of State of the State of Delaware was January 17, 2006.

2. The Certificate of Incorporation filed on January 17, 2006, is amended to amend, among other provisions, Article Fourth as set forth in the Restated Certificate of Incorporation set forth below and amends, restates and integrates the provisions of the Certificate of Incorporation of said Corporation and has been duly adopted in accordance with the provisions of Sections 242 and 245 of the Delaware General Corporation Law.

3. Pursuant to Section 228(a) of the DGCL, the holders of outstanding shares of the Corporation having no less than the minimum number of votes that would be necessary to authorize or take such actions at a meeting at which all shares entitled to vote thereon were present and voted, consented to the adoption of the aforesaid amendments without a meeting, without a vote and without prior notice.

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

RESTATED

CERTIFICATE OF INCORPORATION

OF

PENTECH HOLDINGS, INC.

FIRST: The name of the corporation (hereinafter called the "Corporation") is

PENTECH HOLDINGS, INC.

SECOND: The address, including street, number, city, and county, of the registered office of the Corporation in the State of Delaware is 2711 Centerville Road, Suite 400, City of Wilmington, County of New Castle; and the name of the registered agent of the Corporation in the State of Delaware is Corporation Service Company.

THIRD: The nature of the business to be conducted and the purposes of the Corporation are:

To purchase or otherwise acquire, invest in, own, lease, mortgage, pledge, sell, assign and transfer or otherwise dispose of, trade and deal in and with real property and personal property of every kind, class and description (including, without limitation, goods, wares and merchandise of every kind, class and description), to manufacture goods, wares and merchandise of every kind, class and description, both on its own account and for others;

To make and perform agreements and contracts of every kind and description; and

Generally to engage in any lawful act or activity or carry on any business for which corporations may be organized under the Delaware General Corporation Law or any successor statute.

FOURTH: The total number of shares of all classes of stock which the Corporation shall have authority to issue is (i) One Million One Hundred Sixty Four Thousand Eight Hundred Fifteen (1,164,815) shares of Common Stock, $0.01 par value per share ("Common Stock"), and (ii) Nine Hundred Fifty-Eight Thousand Three Hundred Thirty-Three (958,333) shares of Preferred Stock, $0.01 par value per share ("Preferred Stock").

The following is a statement of the designations and the powers, privileges and rights, and the qualifications, limitations or restrictions thereof, in respect of each class of capital stock of the Corporation:

A. COMMON STOCK.

1. General. All shares of Common Stock will be identical and will entitle the holders thereof to the same rights and privileges. The voting, dividend and liquidation rights of the holders of the Common Stock are subject to and qualified by the rights of the holders of the Preferred Stock of any series as may be designated by the Board of

Directors upon any issuance of the Preferred Stock of any series. The number of authorized shares of Common Stock may be increased or decreased (but not below the number of shares thereof then outstanding) by the affirmative vote of the holders of a majority of the stock of the Corporation entitled to vote, including the Preferred Stock, irrespective of the provisions of Section 242(b)(2) of the DGCL.

2. Voting. The holders of the Common Stock are entitled to one vote for each share held at all meetings of stockholders (and written actions in lieu of meetings). Except as provided by law or this Amended and Restated Certificate of Incorporation (the "Certificate of Incorporation"), holders of Common Stock shall vote together as a single class on all matters with the holders of Preferred Stock. There shall be no cumulative voting.

3. Dividends. Dividends may be declared and paid on the Common Stock from funds lawfully available therefor if, as and when determined by the Board of Directors and subject to any preferential dividend rights and the other relative rights and preferences of any then outstanding Preferred Stock.

4. Liquidation. Upon the dissolution or liquidation of the Corporation, whether voluntary or involuntary, holders of Common Stock will be entitled to receive all assets of the Corporation available for distribution to its stockholders, ratably in proportion to the number of shares of Common Stock held by them, subject to any preferential rights of any then outstanding Preferred Stock.

5. Reclassification. Upon the effectiveness of this Restated Certificate, every share of Common Stock outstanding or held by the Corporation in its treasury shall be changed and reclassified into 100 shares of Common Stock, $0.01 par value per share, which shares shall be fully paid and nonassessable shares of Common Stock of the Corporation.

B. PREFERRED STOCK.

Preferred Stock may be issued from time to time in one or more series, each of such series to have such terms as stated or expressed herein and in the resolution or resolutions providing for the issue of such series adopted by the Board of Directors of the Corporation as hereinafter provided. Any shares of Preferred Stock which may be redeemed, purchased or acquired by the Corporation may be reissued except as otherwise provided by law or by the terms of any series of Preferred Stock. Different series of Preferred Stock shall not be construed to constitute different classes of shares for the purposes of voting by classes unless expressly provided.

Subject only to the provisions of this Article Fourth, authority is hereby expressly granted to the Board of Directors from time to time to issue the Preferred Stock in one or more series, and in connection with the creation of any such series, by resolution or resolutions providing for the issue of the shares thereof, to determine and fix such voting powers, full or limited, or no voting powers, and such designations, preferences and relative participating, optional or other special rights, and qualifications, limitations or restrictions thereof, including, without limitation thereof, dividend rights, special voting rights, conversion rights, redemption privileges and

liquidation preferences, as shall be stated and expressed in such resolutions, all to the full extent now or hereafter permitted by the DGCL. Without limiting the generality of the foregoing, except as otherwise specifically provided herein, the resolutions providing for issuance of any series of Preferred Stock may provide that such series shall be superior or rank equally or be junior to the Preferred Stock of any other series to the extent permitted by law. Except as otherwise specifically provided in this Certificate of Incorporation, no vote of the holders of the Preferred Stock or Common Stock shall be a prerequisite to the issuance of any shares of any series of the Preferred Stock authorized by and complying with the conditions of this Certificate of Incorporation, the right to have such vote being expressly waived by all present and future holders of the capital stock of the Corporation.

C. SERIES A CONVERTIBLE PREFERRED STOCK.

Nine Hundred Fifty-Eight Thousand Three Hundred Thirty-Three (958,333) shares of the authorized and unissued Preferred Stock are hereby designated "Series A Convertible Preferred Stock" (the "Series A Preferred Stock"). The Series A Preferred Stock shall have the following rights, preferences, powers, privileges and restrictions, qualifications and limitations:

1. Dividends.

(a) The holders of shares of Series A Preferred Stock, in preference to the holders of any other stock of the Corporation ranking junior to the Series A Preferred Stock including, without limitation, Common Stock ("Junior Stock"), shall be entitled to receive cumulative cash dividends, out of funds legally available therefor, at the annual rate of ten percent (10%) of the Series A Original Issue Price (as defined below) for each share of Series A Preferred Stock. Such dividends shall be cumulative so that if such dividends in respect of any previous or current annual dividend period shall not have been paid or declared at the annual rate specified above and a sum sufficient for payment thereof set apart, the deficiency shall first be fully paid before any dividend or other distribution shall be paid or declared and set apart for any Junior Stock. With respect to each share of Series A Preferred Stock, dividends shall accrue and accumulate, whether or not earned or declared, at the annual rate specified above on a daily basis from the Series A Original Issue Date for such share of Series A Preferred Stock until the conversion or redemption of such share of Series A Preferred Stock or the liquidation of the Corporation. Dividends on shares of Series A Preferred Stock shall be payable if, as and when declared by the Board of Directors of the Corporation, but shall nevertheless be payable upon liquidation of the Corporation or a Sale Transaction as provided in Section 2, conversion of Series A Preferred Stock as provided in Sections 4 or 5, or redemption of Series A Preferred Stock as provided in Section 6. For purposes of this Certificate of Incorporation, the term "Series A Original Issue Price" shall mean $30.00 per share of Series A Preferred Stock (subject to appropriate adjustment in the event of any stock dividend, stock split, combination or other similar event affecting the Series A Preferred Stock); and the term "Series A Original Issue Date" shall mean the date on which a share of Series A Preferred Stock was first issued.

(b) The Corporation shall not declare or pay any dividends on any shares of Junior Stock unless all dividends accrued or declared pursuant to Section 1(a) above have been paid with respect to all outstanding shares of Series A Preferred Stock. If the Board of Directors of the Corporation thereafter shall declare a dividend payable upon the then outstanding shares of

the Common Stock (other than a dividend payable entirely in shares of the Common Stock of the Corporation), then the Board of Directors shall declare at the same time a dividend upon the then outstanding shares of the Series A Preferred Stock payable at the same time as the dividend is paid on the Common Stock, in an amount equal to the amount of dividends per share of Series A Preferred Stock as would have been payable on the number of shares of Common Stock which each share of Series A Preferred Stock held by each holder thereof would have received if such Series A Preferred Stock had been converted to Common Stock pursuant to the provisions of Section 4 hereof as of the record date for the determination of holders of Common Stock entitled to receive such dividends. In the event the Board of Directors of the Corporation shall declare a dividend payable upon any class or series of Junior Stock of the Corporation other than Common Stock, the Board of Directors shall declare at the same time a dividend upon the then outstanding shares of Series A Preferred Stock, payable at the same time as such dividend on such other class or series of Junior Stock in an amount equal to (i) in the case of any series or class convertible into Common Stock, a dividend per share of Series A Preferred Stock as would equal the dividend payable on such other class or series determined as if all such shares of such class or series had been converted to Common Stock and all shares of Series A Preferred Stock have been converted to Common Stock on the record date for the determination of holders entitled to receive such dividend or (ii) if such class or series of capital stock is not convertible into Common Stock, at a rate per share of Series A Preferred determined by dividing the amount of the dividend payable on each share of such class or series of capital stock by the original issuance price of such class or series of capital stock and multiplying such fraction by the Series A Original Issue Price.

2. Liquidation, Dissolution or Winding Up.

(a) In the event of any voluntary or involuntary liquidation, dissolution or winding up of the Corporation (a "Liquidation Event"), the holders of shares of Series A Preferred Stock then outstanding shall be entitled to be paid out of the assets of the Corporation available for distribution to its stockholders, before any payment shall be made to the holders of any Junior Stock, by reason of their ownership thereof, an amount per share of Series A Preferred Stock equal to the Series A Original Issue Price plus any dividends accrued or declared but unpaid thereon. If upon any such Liquidation Event, the assets of the Corporation available for distribution to its stockholders shall be insufficient to pay the holders of shares of Series A Preferred Stock the full amount to which they shall be entitled, the holders of shares of Series A Preferred Stock shall share ratably in any distribution of the assets and funds of the Corporation in proportion to the respective amounts which would otherwise be payable in respect of the shares held by them upon such distribution if all amounts payable on or with respect to such shares were paid in full. After the payment in full of all preferential amounts required to be paid to the holders of Series A Preferred Stock, the holders of shares of Common Stock and any other class or series of capital stock of the Corporation that participates with the Common Stock in the distribution of assets upon liquidation, dissolution or winding up of the Corporation then outstanding shall share ratably in the distribution of the remaining assets of the Corporation available for distribution.

(b) Any (i) merger, consolidation, share exchange or recapitalization involving the Corporation or any subsidiary of the Corporation, or issuance, sale or transfer of capital stock of the Corporation or any subsidiary of the Corporation, in any case in a single transaction or series of related transactions, which results in the holders of capital stock of the

Corporation or such subsidiary immediately prior to such transaction or series of related transactions ceasing to hold at least fifty-one percent (51%) of the voting power of the Corporation, subsidiary or surviving entity following such transaction or series of related transactions, or (ii) sale, lease, transfer or other disposition of all or substantially all of the assets of the Corporation or any subsidiary of the Corporation or the grant of one or more exclusive licenses of all or substantially all of the Corporation's or any subsidiary's intellectual property which individually or collectively covers all reasonably foreseeable fields of use in all geographic areas in which the Corporation then currently or reasonably foresees conducting its business, in any case in a single transaction or series of related transactions (each, a "Sale Transaction"), shall be deemed to be a liquidation of the Corporation for purposes of this Section C(2), unless the holders of at least two-thirds (2/3) of the shares of Series A Preferred Stock then outstanding elect not to deem such event a liquidation of the Corporation for purposes of this Section C(2) by giving notice to the Corporation at least five (5) days before the effective date of such event.

(c) In the event the Corporation proposes to distribute assets other than cash in connection with any Liquidation Event (including, without limitation, a Sale Transaction), the value of such assets to be distributed to the holders of shares of Series A Preferred Stock and Common Stock shall be determined in good faith by the Board of Directors, subject to the valuation principles set forth below. Any securities not subject to investment letter or similar restrictions on free marketability shall be valued as follows:

(i) If traded on a securities exchange, the value shall be deemed to be the average of the security's closing prices on such exchange over the ten (10) day period ending one (1) day prior to the distribution;

(ii) If actively traded over-the-counter, the value shall be deemed to be the average of the closing bid prices over the ten (10) day period ending two (2) days prior to the distribution; and

(iii) If there is no active public market, the value shall be the fair market value thereof as determined in good faith by the Board of Directors.

The holders of at least two-thirds (2/3) of the outstanding shares of the Series A Preferred Stock shall have the right to challenge any determination by the Board of Directors of fair market value pursuant to this Section C(2)(c), in which case the determination of fair market value shall be made by an independent appraiser selected jointly by the Board of Directors and the challenging parties, the cost of such appraisal to be borne equally by the Corporation and by the challenging parties (as a group).

3. Voting.

(a) Generally. On any matter presented to the stockholders of the Corporation for their action or consideration at any meeting of stockholders of the Corporation (or by written action of stockholders in lieu of meeting), each holder of outstanding shares of Series A Preferred Stock shall be entitled to the number of votes equal to the number of shares of Common Stock into which the shares of Series A Preferred Stock held by such holder are

convertible as of the record date for determining stockholders entitled to vote on such matter, or, if no such record date is established, at the date such vote is taken or any written consent of stockholders is solicited. Except as otherwise provided by applicable law or by the provisions establishing any other series of Preferred Stock, holders of the Series A Preferred Stock and of any other outstanding series of Preferred Stock shall vote together with the holders of Common Stock as a single class.

(b) Election of Directors. In addition to voting as a single class with the holders of the Common Stock for the election of directors, the holders of the Series A Preferred Stock, voting separately as a single class by a two-thirds (2/3) vote of such class, shall at all times be entitled to elect five (5) members of the Corporation's Board of Directors (the "Series A Directors").

(c) Protective Provisions. The Corporation shall not, and will not permit any of its subsidiaries to, directly or indirectly by amendment, merger, consolidation or otherwise, without first obtaining the approval (by vote or written consent, as provided by law) of the holders of at least two-thirds (2/3) of the shares of the Series A Preferred Stock then outstanding:

(i) amend, alter or change the powers, preferences or rights of the Series A Preferred Stock, or the qualifications, limitations or restrictions thereof, or increase the number of authorized shares of Series A Preferred Stock or issue any additional shares of Series A Preferred Stock;

(ii) authorize, designate, create or issue, or reclassify any outstanding shares of capital stock of the Corporation into, or obligate itself to authorize, designate, create or issue or reclassify shares of, any class or series of capital stock of the Corporation having rights, preferences or privileges (including, without limitation, as to the right to receive either dividends or amounts distributable upon liquidation, dissolution or winding up of the Corporation) senior to, or on a parity with, those of the Series A Preferred Stock, or authorize, designate, create or issue any Options (as defined below), Convertible Securities (as defined below) or other rights exercisable for or convertible into, either directly or indirectly, any class or series of capital stock of the Corporation having rights, preferences or privileges (including, without limitation, as to the right to receive either dividends or amounts distributable upon liquidation, dissolution or winding up of the Corporation) senior to, or on a parity with, those of the Series A Preferred Stock;

(iii) amend, alter or repeal any provision of the Certificate of Incorporation or By-laws of the Corporation;

(iv) redeem, purchase or otherwise acquire (or pay into or set aside for a sinking fund for such purpose) any of the equity securities of the Corporation (including Options and Convertible Securities); provided, however, that this restriction shall not apply to the repurchase of shares of Common Stock or Series A Preferred Stock from any employee, officer or director of the Corporation at a price equal to or less than cost upon the termination of employment or engagement of such employee, officer or director or to the repurchase of Series A Preferred Stock pursuant to the terms of this Certificate of Incorporation;

(v) declare, set aside for payment or pay any dividend or other distribution on any class or series of capital stock of the Corporation (other than a dividend payable solely in shares of Common Stock and other than a dividend payable on the Series A Preferred Stock pursuant to the terms of this Certificate of Incorporation);

(vi) increase or decrease the authorized number of members of the Corporation's Board of Directors from five (5);

(vii) authorize or effect, in a single transaction or series of related transactions, (1) the merger, consolidation, reorganization or similar transaction involving the Corporation or any of its subsidiaries, (2) the sale, lease, license, assignment or other disposition of all or substantially all of the assets of the Corporation or any of its subsidiaries or (3) the liquidation, dissolution or winding up of the Corporation or any of its subsidiaries;

(viii) authorize or effect the creation or issuance of any debt security or amend in any material respect the terms of the Corporation's indebtedness pursuant to the Financing Agreement by and among Pentech Infusions, Inc. and Delaware Valley Home Care, Inc., as Borrowers, the Corporation and Pentech Home Health, Inc., as Guarantors, and the Lenders party thereto and Comerica Bank, as Agent, dated as of May __, 2006 other than equipment leases in the ordinary course of business not to exceed lease payments of $100,000 per annum; or

(ix) apply for or consent to a receiver, trustee, liquidator or custodian of the Corporation or all or a substantial part of its property, admit in writing the Corporation's inability to pay its debts generally as they mature, make a general assignment for the benefit of the Corporation's creditors or commence a voluntary case or other proceeding seeking liquidation, reorganization or other relief with respect to the Corporation or its debts under any bankruptcy, insolvency or other similar law now or hereafter in effect or consent to any such relief or to the appointment of or taking possession of its property by any official in any involuntary case or other proceeding commenced against it.

4. Optional Conversion. The holders of the Series A Preferred Stock shall have conversion rights as follows (the "Conversion Rights"):

(a) Right to Convert. Each share of Series A Preferred Stock shall be convertible, at the option of the holder thereof, at any time and from time to time, and without the payment of additional consideration by the holder thereof, into such number of fully paid and nonassessable shares of Common Stock as is determined by dividing the Series A Original Issue Price by the Series A Conversion Price in effect at the time of conversion. The "Series A Conversion Price" shall initially be $30.00. The Series A Conversion Price, and the rate at which the shares of Series A Preferred Stock may be converted into shares of Common Stock, shall be subject to adjustment as provided below.

(b) Fractional Shares. No fractional shares of Common Stock shall be issued upon conversion of the Series A Preferred Stock. If more than one share of Series A Preferred Stock shall be surrendered for conversion at one time by the same holder, the number of full

shares of Common Stock to be issued shall be computed on the basis of the aggregate number of shares of Series A Preferred Stock so surrendered. In lieu of any fractional shares to which the holder would otherwise be entitled, the Corporation shall pay cash equal to such fraction multiplied by the then fair market value per share as determined in good faith by the Board of Directors of the Corporation.

(c) Mechanics of Conversion.

(i) In order for a holder of Series A Preferred Stock to convert shares of Series A Preferred Stock into shares of Common Stock, such holder shall surrender the certificate or certificates for such shares of Series A Preferred Stock, at the office of the transfer agent for the Series A Preferred Stock (or at the principal office of the Corporation if the Corporation serves as its own transfer agent), together with written notice that such holder elects to convert all or any number of the shares of the Series A Preferred Stock represented by such certificate or certificates. Such notice shall state such holder's name or the names of the nominees in which such holder wishes the certificate or certificates for shares of Common Stock to be issued. If required by the Corporation, certificates surrendered for conversion shall be endorsed or accompanied by a written instrument or instruments of transfer, in form satisfactory to the Corporation, duly executed by the registered holder or his or its attorney duly authorized in writing. The date of receipt of such certificates and notice by the transfer agent (or by the Corporation if the Corporation serves as its own transfer agent) shall be the conversion date ("Conversion Date"), and the shares of Common Stock issuable upon conversion of the shares represented by such certificate shall be deemed to be outstanding of record as of such date. The Corporation shall, as soon as practicable after the Conversion Date, issue and deliver to such holder of Series A Preferred Stock, or to its nominees, a certificate or certificates for the number of shares of Common Stock to which such holder shall be entitled, together with cash in lieu of any fraction of a share, plus all accrued or declared but unpaid dividends on any shares of Series A Preferred Stock so converted through the Conversion Date.

(ii) The Corporation shall at all times when any shares of Series A Preferred Stock shall be outstanding, reserve and keep available out of its authorized but unissued capital stock, for the purpose of effecting the conversion of the Series A Preferred Stock, such number of its duly authorized shares of Common Stock as shall from time to time be sufficient to effect the conversion of all outstanding shares of Series A Preferred Stock. If at any time the number of authorized but unissued shares of Common Stock shall not be sufficient to effect the conversion of all then outstanding shares of the Series A Preferred Stock, in addition to such other remedies as shall be available to the holder of such Series A Preferred Stock, the Corporation will take such corporate action as may, in the opinion of its counsel, be necessary to increase its authorized but unissued shares of Common Stock to such number of shares as shall be sufficient for such purposes. In addition, before taking any action which would cause an adjustment reducing the Series A Conversion Price below the then par value of the shares of Common Stock issuable upon conversion of the Series A Preferred Stock, the Corporation will take any corporate action which may, in the opinion of its counsel, be necessary in order that the Corporation may validly and legally issue fully paid and nonassessable shares of Common Stock at such adjusted Series A Conversion Price.

(iii) Upon any such conversion, no adjustment to the Series A Conversion Price shall be made for any accrued or declared but unpaid dividends on the Series A Preferred Stock surrendered for conversion or on the Common Stock delivered upon conversion, all of which shall be paid in cash by the Corporation to the holders of Series A Preferred Stock upon conversion as set forth above.

(iv) All shares of Series A Preferred Stock which shall have been surrendered for conversion as herein provided shall no longer be deemed to be outstanding and all rights with respect to such shares, including the rights, if any, to receive notices and to vote, shall immediately cease and terminate on the Conversion Date, except only the right of the holders thereof to receive shares of Common Stock in exchange therefor and payment in cash of any dividends accrued and declared but unpaid thereon. Any shares of Series A Preferred Stock so converted shall be retired and cancelled and shall not be reissued, and the Corporation (without the need for stockholder action) may from time to time take such appropriate action as may be necessary to reduce the authorized number of shares of Series A Preferred Stock accordingly.

(v) The Corporation shall pay any and all issue and other taxes (other than income taxes) that may be payable in respect of any issuance or delivery of shares of Common Stock upon conversion of shares of Series A Preferred Stock pursuant to this Section C(4).

(d) Adjustments to Applicable Conversion Price for Diluting Issues:

(i) Special Definitions. For purposes of this Section C(4), the following definitions shall apply:

(A) "Option" means a right, option or warrant to subscribe for, purchase or otherwise acquire Common Stock or Convertible Securities.

(B) "Convertible Securities" means any evidences of indebtedness, shares or other securities directly or indirectly convertible into or exchangeable for Common Stock, but excluding Options.

(C) "Additional Shares of Common Stock" means all shares of Common Stock issued (or, pursuant to subsection 4(d)(iii) below, deemed to be issued) by the Corporation after the Series A Original Issue Date, other than:

(I) shares of Common Stock issued or issuable upon conversion or exchange of any Convertible Securities or exercise of any Options issued or outstanding on the Series A Original Issue Date in accordance with the terms of such Convertible Securities or Options as in effect on the Series A Original Issue Date;

(II) shares of Common Stock issued or issuable as a dividend or distribution on Series A Preferred Stock;

(III) shares of Common Stock issued or issuable by reason of a dividend, stock split, split-up or other distribution on shares of Common Stock that is covered by subsection 4(e) or 4(f) below;

(IV) shares of Common Stock or Options with respect thereto issued or issuable to employees or directors of, or consultants or advisors to, the Corporation pursuant to the its 2006 Employee, Director and Consultant Stock Plan (the "Stock Plan") or other plan, agreement or arrangement approved by the Board of Directors of the Corporation, as the Stock Plan or any such other plan, agreement or arrangement may be amended, modified or supplemented from time to time, provided that, any such amendment, modification or supplement is approved by the Board of Directors of the Corporation (including the affirmative vote of the majority of the Series A Directors); and

(V) shares of Common Stock or Convertible Securities issued in connection with commercial credit arrangements, equipment financing transactions or secured debt financings, or as a component of a business relationship with a strategic partner involving a strategic collaboration or development or licensing arrangement, in any such case, only if such issuance is primarily for non-equity financing purposes and is approved by the Board of Directors of the Corporation (including the affirmative vote of the majority of the Series A Directors).

(ii) No Adjustment of Series A Conversion Price. No adjustment in the Series A Conversion Price shall be made with respect to the Series A Preferred Stock as the result of the issuance of Additional Shares of Common Stock if the consideration per share (determined pursuant to subsection 4(d)(v)) for such Additional Share of Common Stock issued or deemed to be issued by the Corporation is equal to or greater than the Series A Conversion Price in effect immediately prior to the issuance or deemed issuance of such Additional Shares of Common Stock.

(iii) Issue of Securities Deemed Issue of Additional Shares of Common Stock. If the Corporation at any time or from time to time after the Series A Original Issue Date shall issue any Options (excluding Options covered by subsection 4(d)(i)(C)(IV) above) or Convertible Securities (excluding Convertible Securities covered by subsection 4(d)(i)(C)(V) above) or shall fix a record date for the determination of holders of any class of securities entitled to receive any such Options or Convertible Securities, then the maximum number of shares of Common Stock (as set forth in the instrument relating thereto without regard to any provision contained therein for a subsequent adjustment of such number) issuable upon the exercise of such Options or, in the case of Convertible Securities and Options therefor, the conversion or exchange of such Convertible Securities, shall be deemed to be Additional Shares

of Common Stock issued as of the time of such issue or, in case such a record date shall have been fixed, as of the close of business on such record date, provided that Additional Shares of Common Stock shall not be deemed to have been issued unless the consideration per share (determined pursuant to subsection 4(d)(v) hereof) of such Additional Shares of Common Stock would be less than the Series A Conversion Price in effect on the date of and immediately prior to such issue, or such record date, as the case may be; provided further that, in any such case in which Additional Shares of Common Stock are deemed to be issued pursuant to this subsection 4(d)(iii):

(A) No further adjustment in the Series A Conversion Price shall be made upon the subsequent issue of Convertible Securities or shares of Common Stock upon the exercise of such Options or conversion or exchange of such Convertible Securities;

(B) If such Options or Convertible Securities by their terms provide, with the passage of time or otherwise, for any increase or decrease in the consideration payable to the Corporation, then upon the exercise, conversion or exchange thereof, the Series A Conversion Price computed upon the original issue thereof (or upon the occurrence of a record date with respect thereto), and any subsequent adjustments based thereon, shall, upon any such increase or decrease becoming effective, be recomputed to reflect such increase or decrease (but not above the Series A Conversion Price in effect prior to such original adjustment) insofar as it affects such Options or the rights of conversion or exchange under such Convertible Securities;

(C) Upon the expiration or termination of any such unexercised Option or unconverted Convertible Security, the Series A Conversion Price shall be readjusted to such Series A Conversion Price as would then be in effect had such issuance of such Options or Convertible Securities never occurred and the Additional Shares of Common Stock deemed issued as the result of the original issue of such Option or Convertible Security shall not be deemed issued for the purposes of any subsequent adjustment of the Applicable Conversion Price;

(D) In the event of any change in the number of shares of Common Stock issuable upon the exercise, conversion or exchange of any such Option or Convertible Security, including, but not limited to, a change resulting from the anti-dilution provisions thereof, the Series A Conversion Price then in effect shall forthwith be readjusted to such Series A Conversion Price as would have been obtained had the adjustment which was made upon the original issuance of such Option or Convertible Security not yet exercised, converted or exchanged prior to such change been made upon the basis of such change; and

(E) No readjustment pursuant to clause (B), (C) or (D) above shall have the effect of increasing the Series A Conversion Price to an amount which exceeds the lower of (i) the Series A Conversion Price on the original adjustment date, or (ii) the Series A Conversion Price that would have resulted from any issuances of Additional Shares of Common Stock between the original adjustment date and such readjustment date.

In the event the Corporation, after the Series A Original Issue Date, amends the terms of any Options or Convertible Securities (whether such Options or Convertible Securities were outstanding on the Series A Original Issue Date or were issued after the Series A

Original Issue Date), then such Options or Convertible Securities, as so amended, shall be deemed to have been issued after the Series A Original Issue Date and the provisions of this subsection 4(d)(iii) shall apply.

(iv) Adjustment of Series A Conversion Price Upon Issuance of Additional Shares of Common Stock. In the event the Corporation shall at any time after the Series A Original Issue Date issue Additional Shares of Common Stock (including Additional Shares of Common Stock deemed to be issued pursuant to subsection 4(d)(iii) but excluding shares issued as a dividend or distribution as provided in subsection 4(f) or upon a stock split or combination as provided in subsection 4(e)), without consideration or for a consideration per share less than the Series A Conversion Price in effect immediately prior to such issue, then and in such event, the Series A Conversion Price shall be reduced, concurrently with such issue, to a price determined by multiplying the Series A Conversion Price in effect immediately prior to such issuance by a fraction, (A) the numerator of which shall be (1) the number of shares of Common Stock outstanding immediately prior to such issue plus (2) the number of shares of Common Stock which the aggregate consideration received or to be received by the Corporation for the total number of Additional Shares of Common Stock so issued or deemed to be issued would purchase at the Series A Conversion Price in effect immediately prior to such issuance; and (B) the denominator of which shall be (1) the number of shares of Common Stock outstanding immediately prior to such issue plus (2) the number of such Additional Shares of Common Stock so issued or deemed to be issued; provided that, for the purpose of this subsection 4(d)(iv), all shares of Common Stock issuable upon conversion or exchange of Convertible Securities and exercise of Options outstanding immediately prior to such issue shall be deemed to be outstanding.

(v) Determination of Consideration. For purposes of this subsection 4(d), the consideration received by the Corporation for the issue of any Additional Shares of Common Stock shall be computed as follows:

(A) Cash, Property and Services: Such consideration shall:

(I) insofar as it consists of cash, be computed at the aggregate amount of cash received by the Corporation, excluding amounts paid or payable for accrued interest and dividends and net of any discounts, commissions or other fees payable by the Corporation in connection with the issuance thereof;

(II) insofar as it consists of property other than cash, or services, be computed at the fair market value thereof at the time of such issue, as determined in good faith by the Board of Directors; and

(III) in the event Additional Shares of Common Stock are issued together with other shares or securities or other assets of the Corporation for consideration which covers both, be the proportion of such consideration so received, computed as

provided in clauses (I) and (II) above, as determined in good faith by the Board of Directors.

(B) Options and Convertible Securities. The consideration per share received by the Corporation for Additional Shares of Common Stock deemed to have been issued pursuant to subsection 4(d)(iii) relating to Options and Convertible Securities shall be determined by dividing

(x) the total amount, if any, received or receivable by the Corporation as consideration for the issue of such Options or Convertible Securities, plus the minimum aggregate amount of additional consideration (as set forth in the instruments relating thereto, without regard to any provision contained therein for a subsequent adjustment of such consideration) payable to the Corporation upon the exercise of such Options or the conversion or exchange of such Convertible Securities, or in the case of Options for Convertible Securities, the exercise of such Options for Convertible Securities and the conversion or exchange of such Convertible Securities, by

(y) the maximum number of shares of Common Stock (as set forth in the instruments relating thereto, without regard to any provision contained therein for a subsequent adjustment of such number) issuable upon the exercise of such Options or the conversion or exchange of such Convertible Securities.

(e) Adjustment for Stock Splits and Combinations. If the Corporation shall at any time or from time to time after the Series A Original Issue Date effect a subdivision of the outstanding Common Stock, the Series A Conversion Price in effect immediately before that subdivision shall be proportionately decreased. If the Corporation shall at any time or from time to time after the Series A Original Issue Date combine the outstanding shares of Common Stock, the Series A Conversion Price then in effect immediately before the combination shall be proportionately increased. Any adjustment under this section shall become effective at the close of business on the date the subdivision or combination becomes effective.

(f) Adjustment for Certain Dividends and Distributions. In the event the Corporation at any time or from time to time after the Series A Original Issue Date shall make or issue, or fix a record date for the determination of holders of Common Stock entitled to receive, a dividend or other distribution payable in additional shares of Common Stock, then and in each such event the Series A Conversion Price in effect immediately before such event shall be decreased as of the time of such issuance or, in the event such a record date shall have been fixed, as of the close of business on such record date, by multiplying the Series A Conversion Price then in effect by a fraction:

(1) the numerator of which shall be the total number of shares of Common Stock issued and outstanding immediately prior to the time of such issuance or the close of business on such record date, and

(2) the denominator of which shall be the total number of shares of Common Stock issued and outstanding immediately prior to the time of such issuance or the close of

business on such record date plus the number of shares of Common Stock issuable in payment of such dividend or distribution;

provided, however, if such record date shall have been fixed and such dividend is not fully paid or if such distribution is not fully made on the date fixed therefor, the Series A Conversion Price shall be recomputed accordingly as of the close of business on such record date and thereafter the Series A Conversion Price shall be adjusted pursuant to this section as of the time of actual payment of such dividends or distributions; and provided further, however, that no adjustment with respect to the Series A Preferred Stock shall be made if the holders of Series A Preferred Stock simultaneously receive (i) a dividend or other distribution of shares of Common Stock in a number equal to the number of shares of Common Stock that they would have received if all outstanding shares of such series of Series A Preferred Stock had been converted into Common Stock on the date of such event or (ii) a dividend or other distribution with respect to each share of Series A Preferred Stock which are convertible, as of the date of such event, into such number of shares of Common Stock as is equal to the number of additional shares of Common Stock being issued with respect to each share of Common Stock in such dividend or distribution.

(g) Adjustments for Other Dividends and Distributions. In the event that the Corporation at any time or from time to time after the Series A Original Issue Date shall make or issue, or fix a record date for the determination of holders of Common Stock entitled to receive, a dividend or other distribution payable in securities of the Corporation (other than shares of Common Stock) or in cash or other property (other than cash out of earnings or earned surplus, determined in accordance with generally accepted accounting principles), then and in each such event provision shall be made so that the holders of the Series A Preferred Stock shall receive upon conversion thereof in addition to the number of shares of Common Stock receivable thereupon, the kind and amount of securities of the Corporation, cash or other property which they would have been entitled to receive had such Series A Preferred Stock been converted into Common Stock on the date of such event and had they thereafter, during the period from the date of such event to and including the conversion date, retained such securities receivable by them as aforesaid during such period, giving application to all adjustments called for during such period under this Section with respect to the rights of the holders of the Series A Preferred Stock; provided, however, that no such adjustment shall be made if the holders of the Series A Preferred Stock simultaneously receive a dividend or other distribution of such securities, cash or other property in an amount equal to the amount of such securities as they would have received if all outstanding shares of Series A Preferred Stock had been converted into Common Stock on the date of such event.

(h) Adjustment for Merger or Reorganization, etc. If there shall occur any reorganization, recapitalization, consolidation or merger involving the Corporation in which the Common Stock (but not the Series A Preferred Stock) is converted into or exchanged for securities, cash or other property (other than a transaction covered by paragraphs (e), (f) or (g) of this Section C(4) or a transaction which is deemed a Liquidation Event under Section C(2)(b)), then, as a part of and a condition to such reorganization, recapitalization, consolidation or merger, provision shall be made so that thereafter each share of Series A Preferred Stock shall be convertible into the same kind and amount of securities, cash or other property of the Corporation, or of the successor corporation resulting from such reorganization, recapitalization, consolidation or merger, which a holder of the number of shares of Common Stock of the

Corporation issuable upon conversion of one share of Series A Preferred Stock immediately prior to such reorganization, recapitalization, consolidation or merger would have been entitled to receive pursuant to such transaction; and, in such case, appropriate adjustment (as determined in good faith by the Board of Directors) shall be made in the application of the provisions in this Section C(4) set forth with respect to the rights and interest thereafter of the holders of Series A Preferred Stock to the end that the provisions set forth in this Section C(4) (including provisions with respect to changes in and other adjustments of the Series A Conversion Price) shall thereafter be applicable, as nearly as reasonably may be, in relation to any shares of stock or other property thereafter deliverable upon the conversion of Series A Preferred Stock.

(i) No Impairment. The Corporation will not, by amendment of its Certificate of Incorporation or through any reorganization, transfer of assets, consolidation, merger, dissolution, issue or sale of securities or any other voluntary action, avoid or seek to avoid the observance or performance of any of the terms to be observed or performed hereunder by the Corporation, but will at all times in good faith assist in the carrying out of all the provisions of this Section C(4) and in the taking of all such action as may be necessary or appropriate in order to protect the Conversion Rights of the holders of the Series A Preferred Stock against impairment. If the Corporation has issued or issues any securities on or after the date hereof containing provisions protecting the holder or holders thereof against dilution in any manner more favorable to such holder or holders thereof than those set forth in this Section C(4), such provisions (or any more favorable portion thereof) shall be deemed to be incorporated herein as if fully set forth herein and, to the extent inconsistent with any provision of this Section C(4), shall be deemed to be substituted therefore. If any event occurs as to which the provisions of this Section C(4) are not strictly applicable or, if strictly applicable, would not fairly and adequately protect the Conversion Rights of the holders of Series A Preferred Stock in accordance with the essential intent and principles of such provisions, then the Board of Directors of the Corporation shall make such adjustments in the application of such provisions, in accordance with such essential intent and principles, as shall be reasonably necessary to protect such Conversion Rights, but in no event shall any such adjustment have the effect of increasing the Conversion Price or decreasing the number of shares of Common Stock issuable upon the conversion of Series A Preferred Stock.

(j) Notice of Adjustment of Conversion Price. Upon the occurrence of each adjustment or readjustment of the Series A Conversion Price pursuant to this Section C(4), the Corporation, at its expense, shall promptly compute such adjustment or readjustment in accordance with the terms hereof and furnish to each holder of Series A Preferred Stock a certificate setting forth such adjustment or readjustment and showing in detail the facts upon which such adjustment or readjustment is based. The Corporation shall, upon the written request at any time of any holder of Series A Preferred Stock, furnish or cause to be furnished to such holder a certificate setting forth (i) the Series A Conversion Price and (ii) the number of shares of Common Stock and the amount, if any, of other securities, cash or property which then would be received upon the conversion of the Series A Preferred Stock.

(k) Miscellaneous. The holders of at least two-thirds (2/3) of the outstanding Series A Preferred Stock shall have the right to challenge any determination by the Corporation's Board of Directors of fair value pursuant to this Section C(4), in which case such determination of fair value shall be made by an independent appraiser selected jointly by the Corporation's Board of Directors and the challenging parties, the cost of such appraisal to be borne equally by the Corporation and by the challenging parties (as a group).

5. Mandatory Conversion.

(a) Upon the closing (the "Series A Mandatory Conversion Date") of the sale of shares of Common Stock in a firm commitment underwritten public offering offered on a firm commitment basis by a nationally recognized investment bank pursuant to an effective registration statement under the Securities Act of 1933, as amended, at an initial public offering price per share not less than $90.00 (subject to equitable adjustment whenever there shall occur a stock dividend, distribution, combination of shares, reclassification or other similar event with respect to the Common Stock) and resulting in at least $35,000,000 of gross proceeds to the Corporation (a "Qualified IPO"), or upon the election of two-thirds (2/3) of Series A Preferred Stock, all outstanding shares of Series A Preferred Stock then outstanding shall automatically be converted into shares of Common Stock at the then effective conversion rate, and the number of authorized shares of Preferred Stock shall be automatically reduced by the number of shares of Preferred Stock that had been designated as Series A Preferred Stock, and all provisions of this Section C of Article Fourth shall be deleted and shall be of no further force or effect.

(b) All holders of record of Series A Preferred Stock shall be given prior written notice of the Series A Mandatory Conversion Date and the place designated for mandatory conversion of all such shares pursuant to this Section C(5). Such notice shall be sent by first class or registered mail, postage prepaid, to each record holder of Series A Preferred Stock at such holder's address last shown on the records of the transfer agent for the Series A Preferred Stock (or the records of the Corporation, if it serves as its own transfer agent). Upon receipt of such notice, each holder of Series A Preferred Stock shall surrender his or its certificate or certificates for all such shares to the Corporation at the place designated in such notice, and shall thereafter receive certificates for the number of shares of Common Stock to which such holder is entitled pursuant to this Section C(5). On the Series A Mandatory Conversion Date, all outstanding shares of Series A Preferred Stock shall be deemed to have been converted into shares of Common Stock, which shall be deemed to be outstanding of record, and all rights with respect to Series A Preferred Stock so converted, including the rights, if any, to receive notices and vote (other than as a holder of Common Stock) will terminate, except only the rights of the holders thereof, upon surrender of their certificate or certificates therefor, to receive certificates for the number of shares of Common Stock into which Series A Preferred Stock has been converted, and payment of any declared but unpaid dividends thereon. If so required by the Corporation, certificates surrendered for conversion shall be endorsed or accompanied by written instrument or instruments of transfer, in form satisfactory to the Corporation, duly executed by the registered holder or by his or its attorney duly authorized in writing. As soon as practicable after the Series A Mandatory Conversion Date and the surrender of the certificate or certificates for the Series A Preferred Stock, the Corporation shall cause to be issued and delivered to such holder, or on his or its written order, a certificate or certificates for the number of full shares of Common Stock issuable on such conversion in accordance with the

provisions hereof and cash as provided in Section C(4)(b) of this Article Fourth in respect of any fraction of a share of Common Stock otherwise issuable upon such conversion.

(c) The Corporation shall pay any and all issue and other taxes (other than income taxes) that may be payable in respect of any issuance or delivery of shares of Common Stock upon conversion of Series A Preferred Stock pursuant to this Section C(5).

(d) All certificates evidencing shares of Series A Preferred Stock which are required to be surrendered for conversion in accordance with the provisions hereof shall, from and after the Series A Mandatory Conversion Date, be deemed to have been retired and cancelled and the shares of Series A Preferred Stock represented thereby converted into Common Stock for all purposes, notwithstanding the failure of the holder or holders thereof to surrender such certificates on or prior to such date.

6. Redemption.

(a) Optional Redemption by Holders of Preferred Stock. At any time on or after March 31, 2011, upon written notice to the Corporation by the holders of at least two-thirds (2/3) of the then outstanding shares of the Series A Preferred Stock, the Corporation shall redeem any outstanding shares of Series Preferred Stock held by such holders, as requested by such holders. Such written request (the "Redemption Request") shall: (i) specify a date on which the closing on such redemption shall occur (the "Redemption Closing"), which date shall be not fewer than thirty (30) days after the date of the Redemption Request, (ii) the number of shares of Series A Preferred Stock to be redeemed and (iii) the place where the redemption price shall be payable.

(b) Redemption Price and Payment. The redemption price for each share of Series A Preferred Stock to be redeemed shall equal the Series A Original Issue Price plus all accrued or declared but unpaid dividends thereon through the date that such share is redeemed hereunder (the "Redemption Price"). The Corporation shall redeem one-third (1/3) of the total number of shares of Series A Preferred Stock requested to be redeemed hereunder on each of the Redemption Closing, the first anniversary of the Redemption Closing and the second anniversary of the Redemption Closing (each an "Applicable Redemption Date"). The Corporation shall pay to each holder of Series A Preferred Stock redeeming shares hereunder the Redemption Price for each share of Series A Preferred Stock being redeemed hereunder in cash on the Applicable Redemption Date by wire transfer of immediately available funds or by certified or cashier's check.

(c) Redemption Mechanics. Within five (5) days after receipt of the Redemption Request, the Corporation shall provide written notice (the "Redemption Notice") by delivery in person, certified or registered mail, return receipt requested, or via nationally recognized overnight courier, to each holder of record (at the close of business on the business day next preceding the day on which the Redemption Notice is given) of shares of Series A Preferred Stock notifying such holder of the redemption and specifying the Redemption Price and the date of the Redemption Closing (the "Offer to Redeem"). The Redemption Notice shall be addressed to each holder at his address as shown by the records of the Corporation. Upon

receipt of an Offer to Redeem, each holder of Series A Preferred Stock shall have the right to require the Corporation to redeem all or any portion of its Series A Preferred Stock. Each holder of Series A Preferred Stock who desires to accept the Offer to Redeem shall mail to the principal office of the Corporation by certified mail within fifteen (15) days after receipt of the Offer to Redeem a written statement accepting the Offer to Redeem, setting forth the number of shares of Series A Preferred Stock the holder desires to have redeemed and the place where Redemption Price shall be payable. From and after the close of business on an Applicable Redemption Date, unless there shall have been a default in the payment of the Redemption Price, all rights of holders of shares of Series A Preferred Stock (except the right to receive the Redemption Price) shall cease with respect to the shares to be redeemed on such Applicable Redemption Date, and such shares shall not thereafter be transferred on the books of the Corporation or be deemed to be outstanding for any purpose whatsoever. If the funds of the Corporation legally available for redemption of shares of Series A Preferred Stock on an Applicable Redemption Date are insufficient to redeem the total number of shares of Series A Preferred Stock to be redeemed on such Applicable Redemption Date, the holders of shares of Series A Preferred Stock shall share ratably in any funds legally available for redemption of such shares according to the respective amounts which would be payable to them if the full number of shares of Series A Preferred Stock to be redeemed on such Applicable Redemption Date were actually redeemed. The shares of Series A Preferred Stock requested to be redeemed but not so redeemed shall remain outstanding and entitled to all rights and preferences provided herein and the Corporation shall execute and deliver a new certificate evidencing the number of shares of Series A Preferred Stock that are not redeemed. At any time thereafter when additional funds of the Corporation are legally available for the redemption of such shares of Series A Preferred Stock, such funds will be used to redeem the balance of such shares, or such portion thereof for which funds are then legally available, on the basis set forth above. In the event that for any reason the Corporation does not make full payment on any Applicable Redemption Date for the number of shares of Series A Preferred Stock required to be redeemed on such date, interest on such unpaid amounts shall accrue at the rate of ten percent (10%) per annum from such date and shall be payable quarterly (but only from funds legally available therefor) in arrears pro rata among the holders of Series A Preferred Stock based upon the unpaid amount due to each such holder, provided that, in the event that funds legally available for such interest payments are insufficient to make all such interest payments, then the holders of shares of Series A Preferred Stock not redeemed shall share ratably in any funds legally available for interest payments.

7. Reacquired Shares. Any shares of Series A Preferred Stock converted, redeemed, purchased or otherwise acquired by the Corporation in any manner whatsoever shall, automatically and without further action, be retired and cancelled promptly after the acquisition thereof, and shall not be reissued and the Corporation (without the need for stockholder action) from time to time shall take such action as may be necessary to reduce the number of authorized shares of the Preferred Stock accordingly.

8. Notice of Record Date. In the event:

(i) the Corporation shall take a record of the holders of its Common Stock (or other stock or securities at the time issuable upon conversion of the Series A Preferred Stock) for the purpose of entitling or enabling them to receive any dividend or other

distribution, or to receive any right to subscribe for or purchase any shares of stock of any class or any other securities, or to receive any other right;

(ii) of any proposed merger, consolidation or reorganization of the Corporation or any of its subsidiaries or any other proposed Sale Transaction, or any proposed reclassification of any capital stock of the Corporation; or

(iii) of the voluntary or involuntary dissolution, liquidation or winding-up of the Corporation,

then, and in each such case, the Corporation will mail or cause to be mailed to the holders of the Series A Preferred Stock a notice specifying, as the case may be, (A) the record date for such dividend, distribution or right, and the amount and character of such dividend, distribution or right, or (B) the effective date on which such merger, consolidation, reorganization, Sale Transaction, reclassification, dissolution, liquidation or winding-up is to take place, and the time, if any is to be fixed, as of which the holders of record of Common Stock (or such other stock or securities at the time issuable upon the conversion of the Series A Preferred Stock) shall be entitled to exchange their shares of Common Stock (or such other stock or securities) for securities or other property deliverable upon such merger, consolidation, reorganization, Sale Transaction, reclassification, dissolution, liquidation or winding-up. Such notice shall be mailed at least twenty (20) days prior to the record date or effective date for the event specified in such notice.

FIFTH: In furtherance and not in limitation of the powers conferred by statute, the Board of Directors of the Corporation is expressly authorized to adopt, amend or repeal the By-laws of the Corporation.

SIXTH: Elections of directors need not be by written ballot unless the By-laws of the Corporation shall so provide.

SEVENTH: A director of the Corporation shall not be personally liable to the corporation or its stockholders for monetary damages for breach of fiduciary duty as a director except to the extent that exemption from liability thereof is not permitted under the DGCL at the time such liability or limitation thereof is determined. No amendment, modification or repeal of this Article shall adversely affect the rights and protection afforded to a director of the Corporation under this Article Seventh for acts or omissions occurring prior to such amendment, modification or repeal.

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

NINTH: The Corporation shall, to the fullest extent permitted by Section 145 of the DGCL, as amended from time to time, indemnify each person who was or is a party or is threatened to be made a party to any threatened, pending or contemplated action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of the Corporation), by reason of the fact that he is or was, or has agreed to become, a

director or officer of the Corporation, or is or was serving, or has agreed to serve, at the request of the Corporation, as a director, officer or trustee of, or in a similar capacity with, another corporation, partnership, joint venture, trust or other enterprise (including any employee benefit plan) (an "Indemnitee"), or by reason of any action alleged to have been taken or omitted in such capacity, against all expenses (including attorney's fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by or on behalf of an Indemnitee in connection with such action, suit or proceeding and any appeal therefrom to the fullest extent now or hereafter permitted by law.

TENTH: Whenever a compromise or arrangement is proposed between the Corporation and its creditors or any class of them and/or between the Corporation and its stockholders or any class of them, any court of equitable jurisdiction within the State of Delaware may, on the application in a summary way of the Corporation or of any creditor or stockholder thereof or on the application of any receiver or receivers appointed for the Corporation under the provisions of Section 291 of the DGCL or on the application of trustees in dissolution or of any receiver or receivers appointed for the Corporation under the provisions of Section 279 of the DGCL, order a meeting of the creditors or class of creditors, and/or of the stockholders or class of stockholders of the Corporation, as the case may be, to be summoned in such manner as said court directs. If a majority in number representing three-fourths in value of the creditors or class of creditors, and/or of the stockholders or class of stockholders, of the Corporation, as the case may be, agree to any compromise or arrangement and to any reorganization of the Corporation as a consequence of such compromise or arrangement, the said compromise or arrangement and the said reorganization shall, if sanctioned by the court to which the said application has been made, be binding on all the creditors or class of creditors, and/or on all the stockholders or class of stockholders, of the Corporation, as the case may be, and also on the Corporation.

ELEVENTH: The Corporation hereby renounces, to the fullest extent permitted by Section 122(17) of the DGCL, as amended from time to time, any interest or expectancy of the Corporation in, or in being offered an opportunity to participate in, any business opportunities that are presented to any of its directors who are not otherwise employed by the Corporation. No amendment or repeal of this Article shall apply to or have any effect on the liability or alleged liability of any such director for or with respect to any opportunities of which such director become aware prior to such amendment or repeal.

[*Remainder of Page Intentionally Left Blank*]

IN WITNESS WHEREOF, the undersigned has executed this Amended and Restated Certificate of Incorporation as of May 4, 2006.

PENTECH HOLDINGS, INC.

By: _____
Richard Lester, President + CEO

State of Delaware
Secretary of State
Division of Corporations
Delivered 02:15 PM 07/11/2008
FILED 02:12 PM 07/11/2008
SRV 080777705 - 4088931 FILE

CERTIFICATE OF AMENDMENT
TO
RESTATED CERTIFICATE OF INCORPORATION
OF
PENTECH HOLDINGS, INC.

It is hereby certified that:

1. The name of the corporation (hereinafter called the "Corporation") is Pentech Holdings, Inc.

2. The Certificate of Incorporation of the Corporation was filed on January 17, 2006. An Amended and Restated Certificate of Incorporation was filed on May 4, 2006 (the "Restated Certificate").

3. The Restated Certificate is hereby amended by striking out the first paragraph of Article *FOURTH* of the Restated Certificate and by substituting in lieu of said paragraph the following new paragraph:

"FOURTH: The total number of shares of all classes of stock which the Corporation shall have authority to issue is (i) One Million Eight Hundred Fifteen Thousand Seven Hundred Sixty-Six (1,815,766) shares of Common Stock, $0.01 par value per share ("Common Stock"), and (ii) Nine Hundred Fifty-Eight Thousand Three Hundred Thirty-Three (958,333) shares of Preferred Stock, $0.01 per value per share ("Preferred Stock")."

4. Except as amended hereby, the provisions of the Restated Certificate, as amended, as heretofore amended, shall remain in full force and effect.

5. This Certificate of Amendment of the Restated Certificate herein certified has been duly adopted in accordance with the provisions of Section 242 of the General Corporation Law of the State of Delaware.

Signed this 8 day of July, 2008.

PENTECH HOLDINGS, INC.

By: Joseph Cosgrove
Its: President and Chief Executive Officer

State of Delaware
Secretary of State
Division of Corporations
Delivered 10:09 AM 05/25/2011
FILED 10:04 AM 05/25/2011
SRV 110616161 - 4088931 FILE

SECOND
AMENDED AND RESTATED
CERTIFICATE OF INCORPORATION
OF
PENTECH HOLDINGS, INC.

(Pursuant to Sections 242 and 245 of the
Delaware General Corporation Law)

Pentech Holdings, Inc., a corporation organized and existing under the Delaware General Corporation Law ("DGCL"), hereby certifies as follows:

1. The name of the corporation is Pentech Holdings, Inc. (the "Corporation"). The date of filing of the original Certificate of Incorporation with the Secretary of State of the State of Delaware was January 17, 2006. An Amended and Restated Certificate of Incorporation was filed on May 4, 2006 (the "Restated Certificate"). A Certificate of Amendment to the Restated Certificate was filed on July 11, 2008.

2. In compliance with the requirements of Sections 228, 242 and 245 of the DGCL, the Restated Certificate of the Corporation, as amended, is hereby amended and restated in its entirety to read as follows:

FIRST: The name of the corporation (hereinafter called the "Corporation") is

PENTECH HOLDINGS, INC.

SECOND: The address, including street, number, city, and county, of the registered office of the Corporation in the State of Delaware is 2711 Centerville Road, Suite 400, City of Wilmington, County of New Castle; and the name of the registered agent of the Corporation in the State of Delaware is Corporation Service Company.

THIRD: The nature of the business to be conducted and the purposes of the Corporation are:

To purchase or otherwise acquire, invest in, own, lease, mortgage, pledge, sell, assign and transfer or otherwise dispose of, trade and deal in and with real property and personal property of every kind, class and description (including, without limitation, goods, wares and merchandise of every kind, class and description), to manufacture goods, wares and merchandise of every kind, class and description, both on its own account and for others;

To make and perform agreements and contracts of every kind and description; and

Generally to engage in any lawful act or activity or carry on any business for which corporations may be organized under the Delaware General Corporation Law or any successor statute.

FOURTH: The total number of shares of all classes of stock which the Corporation shall have authority to issue is (i) One Million Eight Hundred Fifteen Thousand Seven Hundred Sixty-Six (1,815,766) shares of Common Stock, $0.01 par value per share ("Common Stock"), and (ii) Nine Hundred Fifty-Eight Thousand Three Hundred Thirty-Three (958,333) shares of Preferred Stock, $0.01 par value per share ("Preferred Stock").

The following is a statement of the designations and the powers, privileges and rights, and the qualifications, limitations or restrictions thereof, in respect of each class of capital stock of the Corporation:

A. COMMON STOCK.

1. General. All shares of Common Stock will be identical and will entitle the holders thereof to the same rights and privileges. The voting, dividend and liquidation rights of the holders of the Common Stock are subject to and qualified by the rights of the holders of the Preferred Stock of any series as may be designated by the Board of Directors upon any issuance of the Preferred Stock of any series. The number of authorized shares of Common Stock may be increased or decreased (but not below the number of shares thereof then outstanding) by the affirmative vote of the holders of a majority of the stock of the Corporation entitled to vote, including the Preferred Stock, irrespective of the provisions of Section 242(b)(2) of the DGCL.

2. Voting. The holders of the Common Stock are entitled to one vote for each share held at all meetings of stockholders (and written actions in lieu of meetings). Except as provided by law or this Second Amended and Restated Certificate of Incorporation (the "Certificate of Incorporation"), holders of Common Stock shall vote together as a single class on all matters with the holders of Preferred Stock. There shall be no cumulative voting.

3. Dividends. Dividends may be declared and paid on the Common Stock from funds lawfully available therefor if, as and when determined by the Board of Directors and subject to any preferential dividend rights and the other relative rights and preferences of any then outstanding Preferred Stock.

4. Liquidation. Upon the dissolution or liquidation of the Corporation, whether voluntary or involuntary, holders of Common Stock will be entitled to receive all assets of the Corporation available for distribution to its stockholders, ratably in proportion to the number of shares of Common Stock held by them, subject to any preferential rights of any then outstanding Preferred Stock.

B. PREFERRED STOCK.

Preferred Stock may be issued from time to time in one or more series, each of such series to have such terms as stated or expressed herein and in the resolution or resolutions providing for the issue of such series adopted by the Board of Directors of the Corporation as hereinafter provided. Any shares of Preferred Stock which may be redeemed, purchased or acquired by the Corporation may be reissued except as otherwise provided by law or by the terms of any series of Preferred Stock. Different series of Preferred Stock shall not be construed to constitute different classes of shares for the purposes of voting by classes unless expressly provided.

Subject only to the provisions of this Article Fourth, authority is hereby expressly granted to the Board of Directors from time to time to issue the Preferred Stock in one or more series, and in connection with the creation of any such series, by resolution or resolutions providing for the issue of the shares thereof, to determine and fix such voting powers, full or limited, or no voting powers, and such designations, preferences and relative participating, optional or other special rights, and qualifications, limitations or restrictions thereof, including, without limitation thereof, dividend rights, special voting rights, conversion rights, redemption privileges and liquidation preferences, as shall be stated and expressed in such resolutions, all to the full extent now or hereafter permitted by the DGCL. Without limiting the generality of the foregoing, except as otherwise specifically provided herein, the resolutions providing for issuance of any series of Preferred Stock may provide that such series shall be superior or

rank equally or be junior to the Preferred Stock of any other series to the extent permitted by law. Except as otherwise specifically provided in this Certificate of Incorporation, no vote of the holders of the Preferred Stock or Common Stock shall be a prerequisite to the issuance of any shares of any series of the Preferred Stock authorized by and complying with the conditions of this Certificate of Incorporation, the right to have such vote being expressly waived by all present and future holders of the capital stock of the Corporation.

C. SERIES A CONVERTIBLE PREFERRED STOCK.

Nine Hundred Fifty-Eight Thousand Three Hundred Thirty-Three (958,333) shares of the authorized and unissued Preferred Stock are hereby designated "Series A Convertible Preferred Stock" (the "Series A Preferred Stock"). The Series A Preferred Stock shall have the following rights, preferences, powers, privileges and restrictions, qualifications and limitations:

1. Dividends.

(a) The holders of shares of Series A Preferred Stock, in preference to the holders of any other stock of the Corporation ranking junior to the Series A Preferred Stock including, without limitation, Common Stock ("Junior Stock"), shall be entitled to receive cumulative cash dividends, out of funds legally available therefor, at the annual rate of ten percent (10%) of the Series A Original Issue Price (as defined below) for each share of Series A Preferred Stock. Such dividends shall be cumulative so that if such dividends in respect of any previous or current annual dividend period shall not have been paid or declared at the annual rate specified above and a sum sufficient for payment thereof set apart, the deficiency shall first be fully paid before any dividend or other distribution shall be paid or declared and set apart for any Junior Stock. With respect to each share of Series A Preferred Stock, dividends shall accrue and accumulate, whether or not earned or declared, at the annual rate specified above on a daily basis from the Series A Original Issue Date for such share of Series A Preferred Stock until the conversion or redemption of such share of Series A Preferred Stock or the liquidation of the Corporation. Dividends on shares of Series A Preferred Stock shall be payable if, as and when declared by the Board of Directors of the Corporation, but shall nevertheless be payable upon liquidation of the Corporation or a Sale Transaction as provided in Section 2, conversion of Series A Preferred Stock as provided in Sections 4 or 5, or redemption of Series A Preferred Stock as provided in Section 6. For purposes of this Certificate of Incorporation, the term "Series A Original Issue Price" shall mean $30.00 per share of Series A Preferred Stock (subject to appropriate adjustment in the event of any stock dividend, stock split, combination or other similar event affecting the Series A Preferred Stock); and the term "Series A Original Issue Date" shall mean the date on which a share of Series A Preferred Stock was first issued.

(b) The Corporation shall not declare or pay any dividends on any shares of Junior Stock unless all dividends accrued or declared pursuant to Section 1(a) above have been paid with respect to all outstanding shares of Series A Preferred Stock. If the Board of Directors of the Corporation thereafter shall declare a dividend payable upon the then outstanding shares of the Common Stock (other than a dividend payable entirely in shares of the Common Stock of the Corporation), then the Board of Directors shall declare at the same time a dividend upon the then outstanding shares of the Series A Preferred Stock payable at the same time as the dividend is paid on the Common Stock, in an amount equal to the amount of dividends per share of Series A Preferred Stock as would have been payable on the number of shares of Common Stock which each share of Series A Preferred Stock held by each holder thereof would have received if such Series A Preferred Stock had been converted to Common Stock pursuant to the provisions of Section 4 hereof as of the record date for the determination of holders of Common Stock entitled to receive such dividends. In the event the Board of Directors of the Corporation shall declare a dividend payable upon any class or series of Junior Stock of the Corporation other than Common Stock, the Board of Directors shall declare at the same time a dividend upon the then

outstanding shares of Series A Preferred Stock, payable at the same time as such dividend on such other class or series of Junior Stock in an amount equal to (i) in the case of any series or class convertible into Common Stock, a dividend per share of Series A Preferred Stock as would equal the dividend payable on such other class or series determined as if all such shares of such class or series had been converted to Common Stock and all shares of Series A Preferred Stock have been converted to Common Stock on the record date for the determination of holders entitled to receive such dividend or (ii) if such class or series of capital stock is not convertible into Common Stock, at a rate per share of Series A Preferred determined by dividing the amount of the dividend payable on each share of such class or series of capital stock by the original issuance price of such class or series of capital stock and multiplying such fraction by the Series A Original Issue Price.

2. Liquidation, Dissolution or Winding Up.

(a) In the event of any voluntary or involuntary liquidation, dissolution or winding up of the Corporation (a "Liquidation Event"), the holders of shares of Series A Preferred Stock then outstanding shall be entitled to be paid out of the assets of the Corporation available for distribution to its stockholders, before any payment shall be made to the holders of any Junior Stock, by reason of their ownership thereof, an amount per share of Series A Preferred Stock equal to the Series A Original Issue Price plus any dividends accrued or declared but unpaid thereon. If upon any such Liquidation Event, the assets of the Corporation available for distribution to its stockholders shall be insufficient to pay the holders of shares of Series A Preferred Stock the full amount to which they shall be entitled, the holders of shares of Series A Preferred Stock shall share ratably in any distribution of the assets and funds of the Corporation in proportion to the respective amounts which would otherwise be payable in respect of the shares held by them upon such distribution if all amounts payable on or with respect to such shares were paid in full. After the payment in full of all preferential amounts required to be paid to the holders of Series A Preferred Stock, the holders of shares of Common Stock and any other class or series of capital stock of the Corporation that participates with the Common Stock in the distribution of assets upon liquidation, dissolution or winding up of the Corporation then outstanding shall share ratably in the distribution of the remaining assets of the Corporation available for distribution.

(b) Any (i) merger, consolidation, share exchange or recapitalization involving the Corporation or any subsidiary of the Corporation, or issuance, sale or transfer of capital stock of the Corporation or any subsidiary of the Corporation, in any case in a single transaction or series of related transactions, which results in the holders of capital stock of the Corporation or such subsidiary immediately prior to such transaction or series of related transactions ceasing to hold at least fifty-one percent (51%) of the voting power of the Corporation, subsidiary or surviving entity following such transaction or series of related transactions, or (ii) sale, lease, transfer or other disposition of all or substantially all of the assets of the Corporation or any subsidiary of the Corporation or the grant of one or more exclusive licenses of all or substantially all of the Corporation's or any subsidiary's intellectual property which individually or collectively covers all reasonably foreseeable fields of use in all geographic areas in which the Corporation then currently or reasonably foresees conducting its business, in any case in a single transaction or series of related transactions (each, a "Sale Transaction"), shall be deemed to be a liquidation of the Corporation for purposes of this Section C(2), unless the holders of at least two-thirds (2/3) of the shares of Series A Preferred Stock then outstanding elect not to deem such event a liquidation of the Corporation for purposes of this Section C(2) by giving notice to the Corporation at least five (5) days before the effective date of such event.

(c) In the event the Corporation proposes to distribute assets other than cash in connection with any Liquidation Event (including, without limitation, a Sale Transaction), the value of such assets to be distributed to the holders of shares of Series A Preferred Stock and Common Stock shall be determined in good faith by the Board of Directors, subject to the valuation principles set forth below.

Any securities not subject to investment letter or similar restrictions on free marketability shall be valued as follows:

(i) If traded on a securities exchange, the value shall be deemed to be the average of the security's closing prices on such exchange over the ten (10) day period ending one (1) day prior to the distribution;

(ii) If actively traded over-the-counter, the value shall be deemed to be the average of the closing bid prices over the ten (10) day period ending two (2) days prior to the distribution; and

(iii) If there is no active public market, the value shall be the fair market value thereof as determined in good faith by the Board of Directors.

The holders of at least two-thirds (2/3) of the outstanding shares of the Series A Preferred Stock shall have the right to challenge any determination by the Board of Directors of fair market value pursuant to this Section C(2)(c), in which case the determination of fair market value shall be made by an independent appraiser selected jointly by the Board of Directors and the challenging parties, the cost of such appraisal to be borne equally by the Corporation and by the challenging parties (as a group).

3. Voting.

(a) Generally. On any matter presented to the stockholders of the Corporation for their action or consideration at any meeting of stockholders of the Corporation (or by written action of stockholders in lieu of meeting), each holder of outstanding shares of Series A Preferred Stock shall be entitled to the number of votes equal to the number of shares of Common Stock into which the shares of Series A Preferred Stock held by such holder are convertible as of the record date for determining stockholders entitled to vote on such matter, or, if no such record date is established, at the date such vote is taken or any written consent of stockholders is solicited. Except as otherwise provided by applicable law or by the provisions establishing any other series of Preferred Stock, holders of the Series A Preferred Stock and of any other outstanding series of Preferred Stock shall vote together with the holders of Common Stock as a single class.

(b) Election of Directors. In addition to voting as a single class with the holders of the Common Stock for the election of directors, the holders of the Series A Preferred Stock, voting separately as a single class by a two-thirds (2/3) vote of such class, shall at all times be entitled to elect five (5) members of the Corporation's Board of Directors (the "Series A Directors").

(c) Protective Provisions. The Corporation shall not, and will not permit any of its subsidiaries to, directly or indirectly by amendment, merger, consolidation or otherwise, without first obtaining the approval (by vote or written consent, as provided by law) of the holders of at least two-thirds (2/3) of the shares of the Series A Preferred Stock then outstanding:

(i) amend, alter or change the powers, preferences or rights of the Series A Preferred Stock, or the qualifications, limitations or restrictions thereof, or increase the number of authorized shares of Series A Preferred Stock or issue any additional shares of Series A Preferred Stock;

(ii) authorize, designate, create or issue, or reclassify any outstanding shares of capital stock of the Corporation into, or obligate itself to authorize, designate, create or issue or reclassify shares of, any class or series of capital stock of the Corporation having rights,

preferences or privileges (including, without limitation, as to the right to receive either dividends or amounts distributable upon liquidation, dissolution or winding up of the Corporation) senior to, or on a parity with, those of the Series A Preferred Stock, or authorize, designate, create or issue any Options (as defined below), Convertible Securities (as defined below) or other rights exercisable for or convertible into, either directly or indirectly, any class or series of capital stock of the Corporation having rights, preferences or privileges (including, without limitation, as to the right to receive either dividends or amounts distributable upon liquidation, dissolution or winding up of the Corporation) senior to, or on a parity with, those of the Series A Preferred Stock;

(iii) amend, alter or repeal any provision of the Certificate of Incorporation or By-laws of the Corporation;

(iv) redeem, purchase or otherwise acquire (or pay into or set aside for a sinking fund for such purpose) any of the equity securities of the Corporation (including Options and Convertible Securities); provided, however, that this restriction shall not apply to the repurchase of shares of Common Stock or Series A Preferred Stock from any employee, officer or director of the Corporation at a price equal to or less than cost upon the termination of employment or engagement of such employee, officer or director or to the repurchase of Series A Preferred Stock pursuant to the terms of this Certificate of Incorporation;

(v) declare, set aside for payment or pay any dividend or other distribution on any class or series of capital stock of the Corporation (other than a dividend payable solely in shares of Common Stock and other than a dividend payable on the Series A Preferred Stock pursuant to the terms of this Certificate of Incorporation);

(vi) increase or decrease the authorized number of members of the Corporation's Board of Directors from five (5);

(vii) authorize or effect, in a single transaction or series of related transactions, (1) the merger, consolidation, reorganization or similar transaction involving the Corporation or any of its subsidiaries, (2) the sale, lease, license, assignment or other disposition of all or substantially all of the assets of the Corporation or any of its subsidiaries or (3) the liquidation, dissolution or winding up of the Corporation or any of its subsidiaries;

(viii) (A) create or incur any indebtedness, or authorize the creation of, or issue, or authorize the issuance of, any debt security, or permit any subsidiary to take any such action, other than (1) indebtedness outstanding on the date that this Certificate of Incorporation is filed with the Secretary of State of the State of Delaware, (2) indebtedness under the Credit Agreement (the "Credit Agreement") by and among Pentec Health, Inc., Pentech Home Health, Inc. and Delaware Valley Home Care, Inc., as Borrowers, and the Corporation as Guarantor, and the Lenders party thereto and Madison Capital Funding, LLC as Agent, to be entered into by the Corporation on or shortly following the date that this Certificate of Incorporation is filed with the Secretary of State of the State of Delaware, and (3) equipment leases entered into in the ordinary course of business not to exceed lease payments of $100,000 per annum, or (B) amend in any material respect the terms of the Credit Agreement or permit any subsidiary to take any such action;

(ix) apply for or consent to a receiver, trustee, liquidator or custodian of the Corporation or all or a substantial part of its property, admit in writing the Corporation's inability to pay its debts generally as they mature, make a general assignment for the benefit of the Corporation's creditors or commence a voluntary case or other proceeding seeking liquidation,

reorganization or other relief with respect to the Corporation or its debts under any bankruptcy, insolvency or other similar law now or hereafter in effect or consent to any such relief or to the appointment of or taking possession of its property by any official in any involuntary case or other proceeding commenced against it.

4. Optional Conversion. The holders of the Series A Preferred Stock shall have conversion rights as follows (the "Conversion Rights"):

(a) Right to Convert. Each share of Series A Preferred Stock shall be convertible, at the option of the holder thereof, at any time and from time to time, and without the payment of additional consideration by the holder thereof, into such number of fully paid and nonassessable shares of Common Stock as is determined by dividing the Series A Original Issue Price by the Series A Conversion Price in effect at the time of conversion. The "Series A Conversion Price" shall initially be $30.00. The Series A Conversion Price, and the rate at which the shares of Series A Preferred Stock may be converted into shares of Common Stock, shall be subject to adjustment as provided below.

(b) Fractional Shares. No fractional shares of Common Stock shall be issued upon conversion of the Series A Preferred Stock. If more than one share of Series A Preferred Stock shall be surrendered for conversion at one time by the same holder, the number of full shares of Common Stock to be issued shall be computed on the basis of the aggregate number of shares of Series A Preferred Stock so surrendered. In lieu of any fractional shares to which the holder would otherwise be entitled, the Corporation shall pay cash equal to such fraction multiplied by the then fair market value per share as determined in good faith by the Board of Directors of the Corporation.

(c) Mechanics of Conversion.

(i) In order for a holder of Series A Preferred Stock to convert shares of Series A Preferred Stock into shares of Common Stock, such holder shall surrender the certificate or certificates for such shares of Series A Preferred Stock, at the office of the transfer agent for the Series A Preferred Stock (or at the principal office of the Corporation if the Corporation serves as its own transfer agent), together with written notice that such holder elects to convert all or any number of the shares of the Series A Preferred Stock represented by such certificate or certificates. Such notice shall state such holder's name or the names of the nominees in which such holder wishes the certificate or certificates for shares of Common Stock to be issued. If required by the Corporation, certificates surrendered for conversion shall be endorsed or accompanied by a written instrument or instruments of transfer, in form satisfactory to the Corporation, duly executed by the registered holder or his or its attorney duly authorized in writing. The date of receipt of such certificates and notice by the transfer agent (or by the Corporation if the Corporation serves as its own transfer agent) shall be the conversion date ("Conversion Date"), and the shares of Common Stock issuable upon conversion of the shares represented by such certificate shall be deemed to be outstanding of record as of such date. The Corporation shall, as soon as practicable after the Conversion Date, issue and deliver to such holder of Series A Preferred Stock, or to its nominees, a certificate or certificates for the number of shares of Common Stock to which such holder shall be entitled, together with cash in lieu of any fraction of a share, plus all accrued or declared but unpaid dividends on any shares of Series A Preferred Stock so converted through the Conversion Date.

(ii) The Corporation shall at all times when any shares of Series A Preferred Stock shall be outstanding, reserve and keep available out of its authorized but unissued capital stock, for the purpose of effecting the conversion of the Series A Preferred Stock, such number of its duly authorized shares of Common Stock as shall from time to time be sufficient to effect the

conversion of all outstanding shares of Series A Preferred Stock. If at any time the number of authorized but unissued shares of Common Stock shall not be sufficient to effect the conversion of all then outstanding shares of the Series A Preferred Stock, in addition to such other remedies as shall be available to the holder of such Series A Preferred Stock, the Corporation will take such corporate action as may, in the opinion of its counsel, be necessary to increase its authorized but unissued shares of Common Stock to such number of shares as shall be sufficient for such purposes. In addition, before taking any action which would cause an adjustment reducing the Series A Conversion Price below the then par value of the shares of Common Stock issuable upon conversion of the Series A Preferred Stock, the Corporation will take any corporate action which may, in the opinion of its counsel, be necessary in order that the Corporation may validly and legally issue fully paid and nonassessable shares of Common Stock at such adjusted Series A Conversion Price.

(iii) Upon any such conversion, no adjustment to the Series A Conversion Price shall be made for any accrued or declared but unpaid dividends on the Series A Preferred Stock surrendered for conversion or on the Common Stock delivered upon conversion, all of which shall, subject to any applicable restrictions on the ability of the Corporation to dividend or otherwise distribute cash to its stockholders or on the ability of the subsidiaries of the Corporation to dividend or otherwise distribute cash to the Corporation contained in loan documents to which the Corporation or its subsidiaries are a party, be paid in cash by the Corporation to the holders of Series A Preferred Stock upon conversion as set forth above. Any such accrued or declared but unpaid dividends that are not paid in cash upon conversion shall accrue interest at a rate of ten percent (10%) per annum from the date of conversion until paid.

(iv) All shares of Series A Preferred Stock which shall have been surrendered for conversion as herein provided shall no longer be deemed to be outstanding and all rights with respect to such shares, including the rights, if any, to receive notices and to vote, shall immediately cease and terminate on the Conversion Date, except only the right of the holders thereof to receive shares of Common Stock in exchange therefor and payment in cash of any dividends accrued and declared but unpaid thereon. Any shares of Series A Preferred Stock so converted shall be retired and cancelled and shall not be reissued, and the Corporation (without the need for stockholder action) may from time to time take such appropriate action as may be necessary to reduce the authorized number of shares of Series A Preferred Stock accordingly.

(v) The Corporation shall pay any and all issue and other taxes (other than income taxes) that may be payable in respect of any issuance or delivery of shares of Common Stock upon conversion of shares of Series A Preferred Stock pursuant to this Section C(4).

(d) Adjustments to Applicable Conversion Price for Diluting Issues:

(i) Special Definitions. For purposes of this Section C(4), the following definitions shall apply:

(A) "Option" means a right, option or warrant to subscribe for, purchase or otherwise acquire Common Stock or Convertible Securities.

(B) "Convertible Securities" means any evidences of indebtedness, shares or other securities directly or indirectly convertible into or exchangeable for Common Stock, but excluding Options.

(C) "Additional Shares of Common Stock" means all shares of Common Stock issued (or, pursuant to subsection 4(d)(iii) below, deemed to be issued) by the Corporation after the Series A Original Issue Date, other than:

(I) shares of Common Stock issued or issuable upon conversion or exchange of any Convertible Securities or exercise of any Options issued or outstanding on the Series A Original Issue Date in accordance with the terms of such Convertible Securities or Options as in effect on the Series A Original Issue Date;

(II) shares of Common Stock issued or issuable as a dividend or distribution on Series A Preferred Stock;

(III) shares of Common Stock issued or issuable by reason of a dividend, stock split, split-up or other distribution on shares of Common Stock that is covered by subsection 4(c) or 4(f) below;

(IV) shares of Common Stock or Options with respect thereto issued or issuable to employees or directors of, or consultants or advisors to, the Corporation pursuant to the its 2006 Employee, Director and Consultant Stock Plan (the "Stock Plan") or other plan, agreement or arrangement approved by the Board of Directors of the Corporation, as the Stock Plan or any such other plan, agreement or arrangement may be amended, modified or supplemented from time to time, provided that, any such amendment, modification or supplement is approved by the Board of Directors of the Corporation (including the affirmative vote of the majority of the Series A Directors); and

(V) shares of Common Stock or Convertible Securities issued in connection with commercial credit arrangements, equipment financing transactions or secured debt financings, or as a component of a business relationship with a strategic partner involving a strategic collaboration or development or licensing arrangement, in any such case, only if such issuance is primarily for non-equity financing purposes and is approved by the Board of Directors of the Corporation (including the affirmative vote of the majority of the Series A Directors).

(ii) No Adjustment of Series A Conversion Price. No adjustment in the Series A Conversion Price shall be made with respect to the Series A Preferred Stock as the result of the issuance of Additional Shares of Common Stock if the consideration per share (determined pursuant to subsection 4(d)(v)) for such Additional Share of Common Stock issued or deemed to be issued by the Corporation is equal to or greater than the Series A Conversion Price in effect immediately prior to the issuance or deemed issuance of such Additional Shares of Common Stock.

(iii) Issue of Securities Deemed Issue of Additional Shares of Common Stock. If the Corporation at any time or from time to time after the Series A Original Issue Date shall issue any Options (excluding Options covered by subsection 4(d)(i)(C)(IV) above) or Convertible Securities (excluding Convertible Securities covered by subsection 4(d)(i)(C)(V) above) or shall fix a record date for the determination of holders of any class of securities entitled to receive any such Options or Convertible Securities, then the maximum number of shares of

Common Stock (as set forth in the instrument relating thereto without regard to any provision contained therein for a subsequent adjustment of such number) issuable upon the exercise of such Options or, in the case of Convertible Securities and Options therefor, the conversion or exchange of such Convertible Securities, shall be deemed to be Additional Shares of Common Stock issued as of the time of such issue or, in case such a record date shall have been fixed, as of the close of business on such record date, provided that Additional Shares of Common Stock shall not be deemed to have been issued unless the consideration per share (determined pursuant to subsection 4(d)(v) hereof) of such Additional Shares of Common Stock would be less than the Series A Conversion Price in effect on the date of and immediately prior to such issue, or such record date, as the case may be: provided further that, in any such case in which Additional Shares of Common Stock are deemed to be issued pursuant to this subsection 4(d)(iii):

(A) No further adjustment in the Series A Conversion Price shall be made upon the subsequent issue of Convertible Securities or shares of Common Stock upon the exercise of such Options or conversion or exchange of such Convertible Securities;

(B) If such Options or Convertible Securities by their terms provide, with the passage of time or otherwise, for any increase or decrease in the consideration payable to the Corporation, then upon the exercise, conversion or exchange thereof, the Series A Conversion Price computed upon the original issue thereof (or upon the occurrence of a record date with respect thereto), and any subsequent adjustments based thereon, shall, upon any such increase or decrease becoming effective, be recomputed to reflect such increase or decrease (but not above the Series A Conversion Price in effect prior to such original adjustment) insofar as it affects such Options or the rights of conversion or exchange under such Convertible Securities;

(C) Upon the expiration or termination of any such unexercised Option or unconverted Convertible Security, the Series A Conversion Price shall be readjusted to such Series A Conversion Price as would then be in effect had such issuance of such Options or Convertible Securities never occurred and the Additional Shares of Common Stock deemed issued as the result of the original issue of such Option or Convertible Security shall not be deemed issued for the purposes of any subsequent adjustment of the Applicable Conversion Price;

(D) In the event of any change in the number of shares of Common Stock issuable upon the exercise, conversion or exchange of any such Option or Convertible Security, including, but not limited to, a change resulting from the anti-dilution provisions thereof, the Series A Conversion Price then in effect shall forthwith be readjusted to such Series A Conversion Price as would have been obtained had the adjustment which was made upon the original issuance of such Option or Convertible Security not yet exercised, converted or exchanged prior to such change been made upon the basis of such change; and

(E) No readjustment pursuant to clause (B), (C) or (D) above shall have the effect of increasing the Series A Conversion Price to an amount which exceeds the lower of (i) the Series A Conversion Price on the original adjustment date, or (ii) the Series A Conversion Price that would have resulted from any issuances of Additional Shares of Common Stock between the original adjustment date and such readjustment date.

In the event the Corporation, after the Series A Original Issue Date, amends the terms of any Options or Convertible Securities (whether such Options or Convertible Securities were outstanding on the Series A Original Issue Date or were issued after the Series A Original Issue Date), then such Options or Convertible Securities, as so amended, shall be deemed to have been issued after the Series A Original Issue Date and the provisions of this subsection 4(d)(iii) shall apply.

(iv) Adjustment of Series A Conversion Price Upon Issuance of Additional Shares of Common Stock. In the event the Corporation shall at any time after the Series A Original Issue Date issue Additional Shares of Common Stock (including Additional Shares of Common Stock deemed to be issued pursuant to subsection 4(d)(iii) but excluding shares issued as a dividend or distribution as provided in subsection 4(f) or upon a stock split or combination as provided in subsection 4(e)), without consideration or for a consideration per share less than the Series A Conversion Price in effect immediately prior to such issue, then and in such event, the Series A Conversion Price shall be reduced, concurrently with such issue, to a price determined by multiplying the Series A Conversion Price in effect immediately prior to such issuance by a fraction, (A) the numerator of which shall be (1) the number of shares of Common Stock outstanding immediately prior to such issue plus (2) the number of shares of Common Stock which the aggregate consideration received or to be received by the Corporation for the total number of Additional Shares of Common Stock so issued or deemed to be issued would purchase at the Series A Conversion Price in effect immediately prior to such issuance; and (B) the denominator of which shall be (1) the number of shares of Common Stock outstanding immediately prior to such issue plus (2) the number of such Additional Shares of Common Stock so issued or deemed to be issued; provided that, for the purpose of this subsection 4(d)(iv), all shares of Common Stock issuable upon conversion or exchange of Convertible Securities and exercise of Options outstanding immediately prior to such issue shall be deemed to be outstanding.

(v) Determination of Consideration. For purposes of this subsection 4(d), the consideration received by the Corporation for the issue of any Additional Shares of Common Stock shall be computed as follows:

(A) Cash, Property and Services: Such consideration shall:

(I) insofar as it consists of cash, be computed at the aggregate amount of cash received by the Corporation, excluding amounts paid or payable for accrued interest and dividends and net of any discounts, commissions or other fees payable by the Corporation in connection with the issuance thereof;

(II) insofar as it consists of property other than cash, or services, be computed at the fair market value thereof at the time of such issue, as determined in good faith by the Board of Directors; and

(III) in the event Additional Shares of Common Stock are issued together with other shares or securities or other assets of the Corporation for consideration which covers both, be the proportion of such consideration so received, computed as provided in clauses (I) and (II) above, as determined in good faith by the Board of Directors.

(B) Options and Convertible Securities. The consideration per share received by the Corporation for Additional Shares of Common Stock deemed to have

been issued pursuant to subsection 4(d)(iii) relating to Options and Convertible Securities shall be determined by dividing

(x) the total amount, if any, received or receivable by the Corporation as consideration for the issue of such Options or Convertible Securities, plus the minimum aggregate amount of additional consideration (as set forth in the instruments relating thereto, without regard to any provision contained therein for a subsequent adjustment of such consideration) payable to the Corporation upon the exercise of such Options or the conversion or exchange of such Convertible Securities, or in the case of Options for Convertible Securities, the exercise of such Options for Convertible Securities and the conversion or exchange of such Convertible Securities, by

(y) the maximum number of shares of Common Stock (as set forth in the instruments relating thereto, without regard to any provision contained therein for a subsequent adjustment of such number) issuable upon the exercise of such Options or the conversion or exchange of such Convertible Securities.

(e) Adjustment for Stock Splits and Combinations. If the Corporation shall at any time or from time to time after the Series A Original Issue Date effect a subdivision of the outstanding Common Stock, the Series A Conversion Price in effect immediately before that subdivision shall be proportionately decreased. If the Corporation shall at any time or from time to time after the Series A Original Issue Date combine the outstanding shares of Common Stock, the Series A Conversion Price then in effect immediately before the combination shall be proportionately increased. Any adjustment under this section shall become effective at the close of business on the date the subdivision or combination becomes effective.

(f) Adjustment for Certain Dividends and Distributions. In the event the Corporation at any time or from time to time after the Series A Original Issue Date shall make or issue, or fix a record date for the determination of holders of Common Stock entitled to receive, a dividend or other distribution payable in additional shares of Common Stock, then and in each such event the Series A Conversion Price in effect immediately before such event shall be decreased as of the time of such issuance or, in the event such a record date shall have been fixed, as of the close of business on such record date, by multiplying the Series A Conversion Price then in effect by a fraction:

(1) the numerator of which shall be the total number of shares of Common Stock issued and outstanding immediately prior to the time of such issuance or the close of business on such record date, and

(2) the denominator of which shall be the total number of shares of Common Stock issued and outstanding immediately prior to the time of such issuance or the close of business on such record date plus the number of shares of Common Stock issuable in payment of such dividend or distribution;

provided, however, if such record date shall have been fixed and such dividend is not fully paid or if such distribution is not fully made on the date fixed therefor, the Series A Conversion Price shall be recomputed accordingly as of the close of business on such record date and thereafter the Series A Conversion Price shall be adjusted pursuant to this section as of the time of actual payment of such dividends or distributions; and provided further, however, that no adjustment with respect to the Series A Preferred Stock shall be made if the holders of Series A Preferred Stock simultaneously receive (i) a dividend or other distribution of shares of Common Stock in a number equal to the number of shares

of Common Stock that they would have received if all outstanding shares of such series of Series A Preferred Stock had been converted into Common Stock on the date of such event or (ii) a dividend or other distribution with respect to each share of Series A Preferred Stock which are convertible, as of the date of such event, into such number of shares of Common Stock as is equal to the number of additional shares of Common Stock being issued with respect to each share of Common Stock in such dividend or distribution.

(g) Adjustments for Other Dividends and Distributions. In the event that the Corporation at any time or from time to time after the Series A Original Issue Date shall make or issue, or fix a record date for the determination of holders of Common Stock entitled to receive, a dividend or other distribution payable in securities of the Corporation (other than shares of Common Stock) or in cash or other property (other than cash out of earnings or earned surplus, determined in accordance with generally accepted accounting principles), then and in each such event provision shall be made so that the holders of the Series A Preferred Stock shall receive upon conversion thereof in addition to the number of shares of Common Stock receivable thereupon, the kind and amount of securities of the Corporation, cash or other property which they would have been entitled to receive had such Series A Preferred Stock been converted into Common Stock on the date of such event and had they thereafter, during the period from the date of such event to and including the conversion date, retained such securities receivable by them as aforesaid during such period, giving application to all adjustments called for during such period under this Section with respect to the rights of the holders of the Series A Preferred Stock; provided, however, that no such adjustment shall be made if the holders of the Series A Preferred Stock simultaneously receive a dividend or other distribution of such securities, cash or other property in an amount equal to the amount of such securities as they would have received if all outstanding shares of Series A Preferred Stock had been converted into Common Stock on the date of such event.

(h) Adjustment for Merger or Reorganization, etc. If there shall occur any reorganization, recapitalization, consolidation or merger involving the Corporation in which the Common Stock (but not the Series A Preferred Stock) is converted into or exchanged for securities, cash or other property (other than a transaction covered by paragraphs (c), (f) or (g) of this Section C(4) or a transaction which is deemed a Liquidation Event under Section C(2)(b)), then, as a part of and a condition to such reorganization, recapitalization, consolidation or merger, provision shall be made so that thereafter each share of Series A Preferred Stock shall be convertible into the same kind and amount of securities, cash or other property of the Corporation, or of the successor corporation resulting from such reorganization, recapitalization, consolidation or merger, which a holder of the number of shares of Common Stock of the Corporation issuable upon conversion of one share of Series A Preferred Stock immediately prior to such reorganization, recapitalization, consolidation or merger would have been entitled to receive pursuant to such transaction; and, in such case, appropriate adjustment (as determined in good faith by the Board of Directors) shall be made in the application of the provisions in this Section C(4) set forth with respect to the rights and interest thereafter of the holders of Series A Preferred Stock to the end that the provisions set forth in this Section C(4) (including provisions with respect to changes in and other adjustments of the Series A Conversion Price) shall thereafter be applicable, as nearly as reasonably may be, in relation to any shares of stock or other property thereafter deliverable upon the conversion of Series A Preferred Stock.

(i) No Impairment. The Corporation will not, by amendment of its Certificate of Incorporation or through any reorganization, transfer of assets, consolidation, merger, dissolution, issue or sale of securities or any other voluntary action, avoid or seek to avoid the observance or performance of any of the terms to be observed or performed hereunder by the Corporation, but will at all times in good faith assist in the carrying out of all the provisions of this Section C(4) and in the taking of all such action as may be necessary or appropriate in order to protect the Conversion Rights of the holders of the Series A Preferred Stock against impairment. If the Corporation has issued or issues any securities on or after the

date hereof containing provisions protecting the holder or holders thereof against dilution in any manner more favorable to such holder or holders thereof than those set forth in this Section C(4), such provisions (or any more favorable portion thereof) shall be deemed to be incorporated herein as if fully set forth herein and, to the extent inconsistent with any provision of this Section C(4), shall be deemed to be substituted therefor. If any event occurs as to which the provisions of this Section C(4) are not strictly applicable or, if strictly applicable, would not fairly and adequately protect the Conversion Rights of the holders of Series A Preferred Stock in accordance with the essential intent and principles of such provisions, then the Board of Directors of the Corporation shall make such adjustments in the application of such provisions, in accordance with such essential intent and principles, as shall be reasonably necessary to protect such Conversion Rights, but in no event shall any such adjustment have the effect of increasing the Conversion Price or decreasing the number of shares of Common Stock issuable upon the conversion of Series A Preferred Stock.

(j) Notice of Adjustment of Conversion Price. Upon the occurrence of each adjustment or readjustment of the Series A Conversion Price pursuant to this Section C(4), the Corporation, at its expense, shall promptly compute such adjustment or readjustment in accordance with the terms hereof and furnish to each holder of Series A Preferred Stock a certificate setting forth such adjustment or readjustment and showing in detail the facts upon which such adjustment or readjustment is based. The Corporation shall, upon the written request at any time of any holder of Series A Preferred Stock, furnish or cause to be furnished to such holder a certificate setting forth (i) the Series A Conversion Price and (ii) the number of shares of Common Stock and the amount, if any, of other securities, cash or property which then would be received upon the conversion of the Series A Preferred Stock.

(k) Miscellaneous. The holders of at least two-thirds (2/3) of the outstanding Series A Preferred Stock shall have the right to challenge any determination by the Corporation's Board of Directors of fair value pursuant to this Section C(4), in which case such determination of fair value shall be made by an independent appraiser selected jointly by the Corporation's Board of Directors and the challenging parties, the cost of such appraisal to be borne equally by the Corporation and by the challenging parties (as a group).

5. Mandatory Conversion.

(a) Upon the closing (the "Series A Mandatory Conversion Date") of the sale of shares of Common Stock in a firm commitment underwritten public offering offered on a firm commitment basis by a nationally recognized investment bank pursuant to an effective registration statement under the Securities Act of 1933, as amended, at an initial public offering price per share not less than $90.00 (subject to equitable adjustment whenever there shall occur a stock dividend, distribution, combination of shares, reclassification or other similar event with respect to the Common Stock) and resulting in at least $35,000,000 of gross proceeds to the Corporation (a "Qualified IPO"), or upon the election of two-thirds (2/3) of Series A Preferred Stock, all outstanding shares of Series A Preferred Stock then outstanding shall automatically be converted into shares of Common Stock at the then effective conversion rate, and the number of authorized shares of Preferred Stock shall be automatically reduced by the number of shares of Preferred Stock that had been designated as Series A Preferred Stock, and all provisions of this Section C of Article Fourth shall be deleted and shall be of no further force or effect.

(b) All holders of record of Series A Preferred Stock shall be given prior written notice of the Series A Mandatory Conversion Date and the place designated for mandatory conversion of all such shares pursuant to this Section C(5). Such notice shall be sent by first class or registered mail, postage prepaid, to each record holder of Series A Preferred Stock at such holder's address last shown on

the records of the transfer agent for the Series A Preferred Stock (or the records of the Corporation, if it serves as its own transfer agent). Upon receipt of such notice, each holder of Series A Preferred Stock shall surrender his or its certificate or certificates for all such shares to the Corporation at the place designated in such notice, and shall thereafter receive certificates for the number of shares of Common Stock to which such holder is entitled pursuant to this Section C(5). On the Series A Mandatory Conversion Date, all outstanding shares of Series A Preferred Stock shall be deemed to have been converted into shares of Common Stock, which shall be deemed to be outstanding of record, and all rights with respect to Series A Preferred Stock so converted, including the rights, if any, to receive notices and vote (other than as a holder of Common Stock) will terminate, except only the rights of the holders thereof, upon surrender of their certificate or certificates therefor, to receive certificates for the number of shares of Common Stock into which Series A Preferred Stock has been converted, and payment of any declared but unpaid dividends thereon. If so required by the Corporation, certificates surrendered for conversion shall be endorsed or accompanied by written instrument or instruments of transfer, in form satisfactory to the Corporation, duly executed by the registered holder or by his or its attorney duly authorized in writing. As soon as practicable after the Series A Mandatory Conversion Date and the surrender of the certificate or certificates for the Series A Preferred Stock, the Corporation shall cause to be issued and delivered to such holder, or on his or its written order, a certificate or certificates for the number of full shares of Common Stock issuable on such conversion in accordance with the provisions hereof and cash as provided in Section C(4)(b) of this Article Fourth in respect of any fraction of a share of Common Stock otherwise issuable upon such conversion.

(c) The Corporation shall pay any and all issue and other taxes (other than income taxes) that may be payable in respect of any issuance or delivery of shares of Common Stock upon conversion of Series A Preferred Stock pursuant to this Section C(5).

(d) All certificates evidencing shares of Series A Preferred Stock which are required to be surrendered for conversion in accordance with the provisions hereof shall, from and after the Series A Mandatory Conversion Date, be deemed to have been retired and cancelled and the shares of Series A Preferred Stock represented thereby converted into Common Stock for all purposes, notwithstanding the failure of the holder or holders thereof to surrender such certificates on or prior to such date.

6. Redemption.

(a) Optional Redemption by Holders of Preferred Stock. At any time on or after May 31, 2017, upon written notice to the Corporation by the holders of at least two-thirds (2/3) of the then outstanding shares of the Series A Preferred Stock, the Corporation shall redeem any outstanding shares of Series Preferred Stock held by such holders, as requested by such holders. Such written request (the "Redemption Request") shall: (i) specify a date on which the closing on such redemption shall occur (the "Redemption Closing"), which date shall be not fewer than thirty (30) days after the date of the Redemption Request, (ii) the number of shares of Series A Preferred Stock to be redeemed and (iii) the place where the redemption price shall be payable.

(b) Redemption Price and Payment. The redemption price for each share of Series A Preferred Stock to be redeemed shall equal the Series A Original Issue Price plus all accrued or declared but unpaid dividends thereon through the date that such share is redeemed hereunder (the "Redemption Price"). The Corporation shall redeem one-third (1/3) of the total number of shares of Series A Preferred Stock requested to be redeemed hereunder on each of the Redemption Closing, the first anniversary of the Redemption Closing and the second anniversary of the Redemption Closing (each an "Applicable Redemption Date"). The Corporation shall pay to each holder of Series A Preferred Stock redeeming shares hereunder the Redemption Price for each share of Series A Preferred Stock being redeemed

hereunder in cash on the Applicable Redemption Date by wire transfer of immediately available funds or by certified or cashier's check.

(c) Redemption Mechanics. Within five (5) days after receipt of the Redemption Request, the Corporation shall provide written notice (the "Redemption Notice") by delivery in person, certified or registered mail, return receipt requested, or via nationally recognized overnight courier, to each holder of record (at the close of business on the business day next preceding the day on which the Redemption Notice is given) of shares of Series A Preferred Stock notifying such holder of the redemption and specifying the Redemption Price and the date of the Redemption Closing (the "Offer to Redeem"). The Redemption Notice shall be addressed to each holder at his address as shown by the records of the Corporation. Upon receipt of an Offer to Redeem, each holder of Series A Preferred Stock shall have the right to require the Corporation to redeem all or any portion of its Series A Preferred Stock. Each holder of Series A Preferred Stock who desires to accept the Offer to Redeem shall mail to the principal office of the Corporation by certified mail within fifteen (15) days after receipt of the Offer to Redeem a written statement accepting the Offer to Redeem, setting forth the number of shares of Series A Preferred Stock the holder desires to have redeemed and the place where Redemption Price shall be payable. From and after the close of business on an Applicable Redemption Date, unless there shall have been a default in the payment of the Redemption Price, all rights of holders of shares of Series A Preferred Stock (except the right to receive the Redemption Price) shall cease with respect to the shares to be redeemed on such Applicable Redemption Date, and such shares shall not thereafter be transferred on the books of the Corporation or be deemed to be outstanding for any purpose whatsoever. If the funds of the Corporation legally available for redemption of shares of Series A Preferred Stock on an Applicable Redemption Date are insufficient to redeem the total number of shares of Series A Preferred Stock to be redeemed on such Applicable Redemption Date, the holders of shares of Series A Preferred Stock shall share ratably in any funds legally available for redemption of such shares according to the respective amounts which would be payable to them if the full number of shares of Series A Preferred Stock to be redeemed on such Applicable Redemption Date were actually redeemed. The shares of Series A Preferred Stock requested to be redeemed but not so redeemed shall remain outstanding and entitled to all rights and preferences provided herein and the Corporation shall execute and deliver a new certificate evidencing the number of shares of Series A Preferred Stock that are not redeemed. At any time thereafter when additional funds of the Corporation are legally available for the redemption of such shares of Series A Preferred Stock, such funds will be used to redeem the balance of such shares, or such portion thereof for which funds are then legally available, on the basis set forth above. In the event that for any reason the Corporation does not make full payment on any Applicable Redemption Date for the number of shares of Series A Preferred Stock required to be redeemed on such date, interest on such unpaid amounts shall accrue at the rate of ten percent (10%) per annum from such date and shall be payable quarterly (but only from funds legally available therefor) in arrears pro rata among the holders of Series A Preferred Stock based upon the unpaid amount due to each such holder, provided that, in the event that funds legally available for such interest payments are insufficient to make all such interest payments, then the holders of shares of Series A Preferred Stock not redeemed shall share ratably in any funds legally available for interest payments.

7. Reacquired Shares. Any shares of Series A Preferred Stock converted, redeemed, purchased or otherwise acquired by the Corporation in any manner whatsoever shall, automatically and without further action, be retired and cancelled promptly after the acquisition thereof, and shall not be reissued and the Corporation (without the need for stockholder action) from time to time shall take such action as may be necessary to reduce the number of authorized shares of the Preferred Stock accordingly.

8. Notice of Record Date. In the event:

(i) the Corporation shall take a record of the holders of its Common Stock (or other stock or securities at the time issuable upon conversion of the Series A Preferred Stock) for the purpose of entitling or enabling them to receive any dividend or other distribution, or to receive any right to subscribe for or purchase any shares of stock of any class or any other securities, or to receive any other right;

(ii) of any proposed merger, consolidation or reorganization of the Corporation or any of its subsidiaries or any other proposed Sale Transaction, or any proposed reclassification of any capital stock of the Corporation; or

(iii) of the voluntary or involuntary dissolution, liquidation or winding-up of the Corporation,

then, and in each such case, the Corporation will mail or cause to be mailed to the holders of the Series A Preferred Stock a notice specifying, as the case may be, (A) the record date for such dividend, distribution or right, and the amount and character of such dividend, distribution or right, or (B) the effective date on which such merger, consolidation, reorganization, Sale Transaction, reclassification, dissolution, liquidation or winding-up is to take place, and the time, if any is to be fixed, as of which the holders of record of Common Stock (or such other stock or securities at the time issuable upon the conversion of the Series A Preferred Stock) shall be entitled to exchange their shares of Common Stock (or such other stock or securities) for securities or other property deliverable upon such merger, consolidation, reorganization, Sale Transaction, reclassification, dissolution, liquidation or winding-up. Such notice shall be mailed at least twenty (20) days prior to the record date or effective date for the event specified in such notice.

FIFTH: In furtherance and not in limitation of the powers conferred by statute, the Board of Directors of the Corporation is expressly authorized to adopt, amend or repeal the By-laws of the Corporation.

SIXTH: Elections of directors need not be by written ballot unless the By-laws of the Corporation shall so provide.

SEVENTH: A director of the Corporation shall not be personally liable to the corporation or its stockholders for monetary damages for breach of fiduciary duty as a director except to the extent that exemption from liability thereof is not permitted under the DGCL at the time such liability or limitation thereof is determined. No amendment, modification or repeal of this Article shall adversely affect the rights and protection afforded to a director of the Corporation under this Article Seventh for acts or omissions occurring prior to such amendment, modification or repeal.

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

NINTH: The Corporation shall, to the fullest extent permitted by Section 145 of the DGCL, as amended from time to time, indemnify each person who was or is a party or is threatened to be made a party to any threatened, pending or contemplated action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of the Corporation), by reason of the fact that he is or was, or has agreed to become, a director or officer of the Corporation, or is or was serving, or has agreed to serve, at the request of the Corporation, as a director, officer or trustee of, or in a similar capacity with, another corporation, partnership, joint venture, trust or other enterprise (including

any employee benefit plan) (an "Indemnitee"), or by reason of any action alleged to have been taken or omitted in such capacity, against all expenses (including attorney's fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by or on behalf of an Indemnitee in connection with such action, suit or proceeding and any appeal therefrom to the fullest extent now or hereafter permitted by law.

TENTH: Whenever a compromise or arrangement is proposed between the Corporation and its creditors or any class of them and/or between the Corporation and its stockholders or any class of them, any court of equitable jurisdiction within the State of Delaware may, on the application in a summary way of the Corporation or of any creditor or stockholder thereof or on the application of any receiver or receivers appointed for the Corporation under the provisions of Section 291 of the DGCL or on the application of trustees in dissolution or of any receiver or receivers appointed for the Corporation under the provisions of Section 279 of the DGCL, order a meeting of the creditors or class of creditors, and/or of the stockholders or class of stockholders of the Corporation, as the case may be, to be summoned in such manner as said court directs. If a majority in number representing three-fourths in value of the creditors or class of creditors, and/or of the stockholders or class of stockholders, of the Corporation, as the case may be, agree to any compromise or arrangement and to any reorganization of the Corporation as a consequence of such compromise or arrangement, the said compromise or arrangement and the said reorganization shall, if sanctioned by the court to which the said application has been made, be binding on all the creditors or class of creditors, and/or on all the stockholders or class of stockholders, of the Corporation, as the case may be, and also on the Corporation.

ELEVENTH: The Corporation hereby renounces, to the fullest extent permitted by Section 122(17) of the DGCL, as amended from time to time, any interest or expectancy of the Corporation in, or in being offered an opportunity to participate in, any business opportunities that are presented to any of its directors who are not otherwise employed by the Corporation. No amendment or repeal of this Article shall apply to or have any effect on the liability or alleged liability of any such director for or with respect to any opportunities of which such director become aware prior to such amendment or repeal.

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IN WITNESS WHEREOF, the undersigned has executed this Second Amended and Restated Certificate of Incorporation as of May 25, 2011.

PENTECH HOLDINGS, INC.

By: _____
Name: Joseph Cosgrove
Title: Chief Executive Officer

State of Delaware
Secretary of State
Division of Corporations
Delivered 05:25 PM 06/01/2012
FILED 05:25 PM 06/01/2012
SRV 120695362 - 4088931 FILE

CERTIFICATE OF MERGER

MERGING

PENTEC ACQUISITION SUB, INC.

WITH AND INTO

PENTECH HOLDINGS, INC.

Pursuant to Section 251 of the Delaware General Corporation Law (the "DGCL"), Pentech Holdings, Inc., a Delaware corporation, does hereby certify as follows:

FIRST. The names of the constituent corporations are Pentech Holdings, Inc., a Delaware corporation (the "Corporation"), and Pentec Acquisition Sub, Inc., a Delaware corporation ("Merger Sub").

SECOND. An Agreement and Plan of Merger dated June 1, 2012 (the "Merger Agreement"), was entered into by and among the Corporation, Pentec Healthcare Infusions, Inc., a Delaware corporation and Merger Sub, and this Merger Agreement has been duly approved, adopted, certified, executed and acknowledged by each of the Corporation and Merger Sub in accordance with the requirements of Section 251 of the DGCL (and, with respect to Merger Sub, by the written consent of its sole stockholder in accordance with Section 228 of the DGCL).

THIRD. The name of the surviving corporation is Pentech Holdings, Inc. (the "Surviving Corporation"). The Surviving Corporation is a Delaware corporation.

FOURTH. The Certificate of Incorporation of Pentech Holdings, Inc., as in effect immediately prior to the merger, is amended and restated as a result of the merger to read in full as set forth on the attached Exhibit A, which is made a part hereof and, as so amended, shall be the Certificate of Incorporation of the Surviving Corporation.

FIFTH. The executed Merger Agreement is on file at the office of the Surviving Corporation at 4 Creek Parkway, Boothwyn, PA 19061.

SIXTH. A copy of the Merger Agreement may be obtained by any stockholder of the Corporation or Merger Sub from the Secretary of the Surviving Corporation, in each case upon request and without cost.

SEVENTH. This Certificate of Merger shall be effective at the time it is filed with the Secretary of the State of the State of Delaware.

[REMAINDER OF PAGE INTENTIONALLY LEFT BLANK]

IN WITNESS WHEREOF, Pentech Holdings, Inc. has caused this Certificate of Merger merging Pentec Acquisition Sub, Inc. with and into Pentech Holdings, Inc. to be executed by its duly authorized officer as of this 1st day of June, 2012.

PENTECH HOLDINGS, INC.

By: _____
Name: Joseph Cosgrove
Title: President

[Signature Page to Certificate of Merger]

Exhibit A

[see attached]

EXHIBIT A

THIRD AMENDED AND RESTATED CERTIFICATE OF INCORPORATION OF PENTECH HOLDINGS, INC.

FIRST

The name of the corporation (the "Corporation") is Pentech Holdings, Inc.

SECOND

The address of its registered office in the State of Delaware is 2711 Centerville Road, Suite 400, in the City of Wilmington, County of New Castle. The name of its registered agent at such address is Corporation Service Company.

THIRD

The purpose of the Corporation is to engage in any lawful act or activity for which a corporation may be organized under the General Corporation Law of the State of Delaware, as the same exists or may hereafter be amended ("DGCL") or any successor statute.

FOURTH

The total number of shares of all classes of stock that the Corporation shall have authority to issue is 100 shares, all of which are Common Stock with a par value of $0.01.

FIFTH

In furtherance and not in limitation of the powers conferred by statute, the Board of Directors is expressly authorized to adopt, alter, amend or repeal this Third Amended and Restated Certificate of Incorporation ("Certificate of Incorporation") and the bylaws of the Corporation.

SIXTH

Election of directors need not be by written ballot unless the bylaws of the Corporation shall so provide.

SEVENTH

A director of this Corporation shall not be liable to the Corporation or its stockholders for monetary damages for breach of fiduciary duty as a director, except to the extent that exculpation from liability is not permitted under DGCL as in effect at the time such liability is determined. No amendment or repeal of this Article SEVENTH shall apply to or have any effect on the

liability or alleged liability of any director of the Corporation for or with respect to any acts or omissions of such director occurring prior to such amendment or repeal.

EIGHTH

(A) The Corporation shall indemnify its directors and officers to the fullest extent authorized or permitted by the DGCL, and such right to indemnification shall continue as to a person who has ceased to be director or officer of the Corporation and shall inure to the benefit of his or her heirs, executors and administrators; provided, however, that, except for proceedings to enforce rights to indemnification, the Corporation shall not be obligated to indemnify any director or officer (or his or her heirs, executors or administrators) in connection with a proceeding (or part thereof) initiated by such person unless such proceeding (or part thereof) was authorized by the Board of Directors of the Corporation. The right to indemnification conferred in this paragraph shall be a contract right and shall include the right to be paid by the Corporation the expenses incurred in defending or otherwise participating in any proceeding in advance of its final disposition.

(B) The Corporation shall have the express authority to enter into such agreements as the Board of Directors deems appropriate for the indemnification of directors and officers of the Corporation. Such agreements may contain provisions relating to, among other things, the advancement of expenses, a person's right to bring suit against the Corporation to enforce his or her right to indemnification, the establishment of a trust to assure the availability of funds to satisfy the Corporation's indemnification obligations to such person and other matters as the Board of Directors deems appropriate or advisable.

(C) The rights to indemnification and to the advancement of expenses conferred in this Article EIGHTH shall not be exclusive of any other right which any person may have or hereafter acquire under this Certificate of Incorporation, the bylaws of the Corporation, any statute, agreement, vote of stockholders or disinterested directors or otherwise.

(D) The Corporation may maintain insurance, at its expense, to protect itself and any director, officer, employee or agent of the Corporation or another corporation, partnership, joint venture, trust, employee benefit plan or other enterprise against any expense, liability or loss, whether or not the Corporation would have the power to indemnify such person against such expense, liability or loss under the DGCL.

(E) Any repeal or modification of the foregoing provisions of this Article EIGHTH shall not adversely affect any right or protection of a director or officer of the Corporation, or other person indemnified by the Corporation, with respect to any acts or omissions of such director, officer or other person existing at the time of such repeal or modification.

NINTH

Subject to such limitations as may be from time to time imposed by other provisions of this Certificate of Incorporation, by the bylaws of the Corporation, by the DGCL or other applicable law, or by any contract or agreement to which the Corporation is or may become a party, the Corporation reserves the right to amend or repeal any provision contained in this

Certificate of Incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred upon stockholders herein are granted subject to this express reservation.

Tab G-9D

Appendix G, Question 9

Bylaws of Pentech Holdings, Inc. (Attached)

AMENDED AND RESTATED BYLAWS

OF

PENTECH HOLDINGS, INC.
(a Delaware corporation)

Adopted as of June 1, 2012

ARTICLE I.
IDENTIFICATION; OFFICES

Section 1. NAME. The name of the corporation is Pentech Holdings, Inc. (the "Corporation").

Section 2. PRINCIPAL AND BUSINESS OFFICES. The Corporation may have such principal and other business offices, either within or outside of the state of Delaware, as the Board of Directors may designate or as the Corporation's business may require from time to time.

Section 3. REGISTERED AGENT AND OFFICE. The Corporation's registered agent and registered office in the State of Delaware shall be set forth in the Certificate of Incorporation.

Section 4. PLACE OF KEEPING CORPORATE RECORDS. The records and documents required by law to be kept by the Corporation permanently shall be kept at the Corporation's principal office.

ARTICLE II.
STOCKHOLDERS

Section 1. ANNUAL MEETING. An annual meeting of the stockholders shall be held on such date as may be determined by resolution of the Board of Directors. At each annual meeting, the stockholders shall elect directors to hold office for the term provided in Section 1 of Article III of these Amended and Restated Bylaws.

Section 2. SPECIAL MEETING. A special meeting of the stockholders may be called by the Board of Directors, by such other officers or persons as the Board of Directors may designate or by one or more stockholders holding shares in the aggregate entitled to cast not less than 50% of the votes at any such meeting.

Section 3. PLACE OF STOCKHOLDER MEETINGS. The Board of Directors may designate any place, either within or without the State of Delaware, as the place of meeting for any annual meeting or for any special meeting. If no such place is designated by the Board of Directors, the place of meeting will be the principal business office of the Corporation or the Board of Directors may, in its sole discretion, determine that the meeting shall not be held at any

place, but will instead be held solely by means of remote communication as provided under Section 211 of the Delaware General Corporation Law.

Section 4. NOTICE OF MEETINGS. Unless waived as herein provided, whenever stockholders are required or permitted to take any action at a meeting, written notice of the meeting shall be given stating the place, if any, date and hour of the meeting, the means of remote communications, if any, by which stockholders may be deemed to be present in person and vote at such meeting and, in the case of a special meeting, the purpose or purposes for which the meeting is called. Such written notice shall be given not less than ten (10) days nor more than sixty (60) days before the date of the meeting to each stockholder entitled to vote at the meeting. If mailed, notice is given when deposited in the United States mail, postage prepaid, directed to the stockholder at the stockholder's address as it appears on the records of the Corporation. If electronically transmitted, then notice is deemed given when transmitted and directed to a facsimile number or electronic mail address at which the stockholder has consented to receive notice. An affidavit of the secretary or of the transfer agent or other agent of the Corporation that the notice has been given by a form of electronic transmission shall, in the absence of fraud, be *prima facie* evidence of the facts stated therein.

When a meeting is adjourned to reconvene at the same or another place, if any, or by means of remote communications, if any, in accordance with Section 5 of Article II of these Amended and Restated Bylaws, notice need not be given of the adjourned meeting if the time and place thereof are announced at the meeting at which the adjournment is taken.

Section 5. QUORUM AND ADJOURNED MEETINGS. Unless otherwise provided by law or the Corporation's Certificate of Incorporation, a majority of the voting power of the shares entitled to vote, present in person or represented by proxy, shall constitute a quorum at a meeting of stockholders. If a quorum is present in person or represented by proxy at such meeting, the stockholders present may continue to transact business until adjournment, notwithstanding the withdrawal of holders of shares with such voting power as may leave less than a quorum. If less than a majority of the voting power of the shares entitled to vote at a meeting of stockholders is present in person or represented by proxy at such meeting, a majority of the voting power of the shares so represented may adjourn the meeting from time to time, to reconvene at the same or another place, if any, or by means of remote communications, if any, by which stockholders and proxy holders may be deemed to be present in person and vote at such meeting, and notice need not be given of any such adjourned meeting if the time, date, place, if any, thereof, and the means of remote communications, if any, by which stockholders and proxy holders may be deemed to be present in person and vote at such adjourned meeting are announced at the meeting at which the adjournment is taken; provided, however, that if the adjournment is for more than thirty (30) days a notice of the adjourned meeting shall be given to each stockholder of record entitled to vote at the meeting. At the adjourned meeting the Corporation may transact any business that might have been transacted at the original meeting.

Section 6. FIXING OF RECORD DATE.

(a) For the purpose of determining stockholders entitled to notice of or to vote at any meeting of stockholders or any adjournment thereof, the Board of Directors may fix a record date, which record date shall not precede the date upon which the resolution fixing the record

date is adopted by the Board of Directors, and which record date shall not be more than sixty (60) days nor less than ten (10) days before the date of such meeting. If no record date is fixed by the Board of Directors, the record date for determining stockholders entitled to notice of or to vote at a meeting of stockholders shall be at the close of business on the day next preceding the day on which notice is given, or, if notice is waived, at the close of business on the day next preceding the day on which the meeting is held. A determination of stockholders of record entitled to notice of or to vote at a meeting of stockholders shall apply to any adjournment of the meeting; provided, however, that the Board of Directors may fix a new record date for the adjourned meeting.

(b) For the purpose of determining stockholders entitled to consent to corporate action in writing without a meeting, the Board of Directors may fix a record date, which record date shall not precede the date upon which the resolution fixing the record date is established by the Board of Directors, and which date shall not be more than ten (10) days after the date on which the resolution fixing the record date is adopted by the Board of Directors. If no record date has been fixed by the Board of Directors, the record date for determining stockholders entitled to consent to corporate action in writing without a meeting, when no prior action by the Board of Directors is required by law, shall be the first date on which a signed written consent setting forth the action taken or proposed to be taken is delivered to the Corporation by delivery to its registered office in the State of Delaware, its principal office, or an officer or agent of the Corporation having custody of the book in which the proceedings of meetings of stockholders are recorded. Delivery to the Corporation's registered office shall be by hand or by certified or registered mail, return receipt requested. If no record date has been fixed by the Board of Directors and prior action by the Board of Directors is required by law, the record date for determining stockholders' consent to corporate action in writing without a meeting shall be the close of business on the day on which the Board of Directors adopts the resolution taking such prior action.

(c) For the purpose of determining the stockholders entitled to receive payment of any dividend or other distribution or allotment of any rights or the stockholders entitled to exercise any rights in respect to any change, conversion or exchange of stock, or for the purpose of any other lawful action, the Board of Directors may fix the record date, which record date shall not precede the date upon which the resolution fixing the record date is adopted, and which record date shall be not more than sixty (60) days prior to such action. If no record date is fixed, the record date for determining the stockholders for any such purpose shall be the close of business on the day on which the Board of Directors adopts the resolution relating thereto.

Section 7. VOTING. Unless otherwise provided by the Certificate of Incorporation, each stockholder shall be entitled to one vote for each share of capital stock held by each stockholder. In all matters other than the election of directors, the affirmative vote of the majority of the voting power of the shares present in person or represented by proxy at the meeting and entitled to vote on the subject matter shall be the act of the stockholders. Directors shall be elected by plurality of the votes cast by the holders of the shares present in person or represented by a proxy at a meeting at which a quorum is present entitled to vote on the election of directors. Abstentions and broker nonvotes, if any, shall not be deemed votes cast.

Section 8. PROXIES. Each stockholder entitled to vote at a meeting of stockholders or to express consent or dissent to corporate action in writing without a meeting may authorize another person or persons to act for him by proxy, but no such proxy shall be voted or acted upon after three (3) years from its date, unless the proxy provides for a longer period. A duly executed proxy shall be irrevocable if it states that it is irrevocable and if, and only as long as, it is coupled with an interest sufficient in law to support an irrevocable power. A proxy may remain irrevocable regardless of whether the interest with which it is coupled is an interest in the stock itself or an interest in the Corporation generally.

Section 9. RATIFICATION OF ACTS OF DIRECTORS AND OFFICERS. Except as otherwise provided by law or by the Certificate of Incorporation of the Corporation, any transaction or contract or act of the Corporation or of the directors or the officers of the Corporation may be ratified by the affirmative vote of the holders of the number of shares which would have been necessary to approve such transaction, contract or act at a meeting of stockholders, or by the written consent of stockholders in lieu of a meeting.

Section 10. INFORMAL ACTION OF STOCKHOLDERS. Any action required to be taken at any annual or special meeting of stockholders of the Corporation, or any action which may be taken at any annual or special meeting of such stockholders, may be taken without a meeting, without prior notice and without a vote, if a consent or consents in writing, setting forth the action so taken, shall be delivered to the Corporation by the holders of outstanding stock having not less than the minimum number of votes that would be necessary to authorize or take such action at a meeting at which all shares entitled to vote thereon were present and voted. Prompt notice of the taking of the corporate action without a meeting by less than unanimous consent shall be given to those stockholders who have not consented in writing. In the event that the action which is consented to is such as would have required the filing of a certificate with any governmental body, if such action had been voted on by stockholders at a meeting thereof, the certificate filed shall state, in lieu of any statement required by law concerning any vote of stockholders, that consent had been given in accordance with the provisions of Section 228 of the Delaware General Corporation Law, and that notice has been given as provided in such section.

A telegram, cablegram or other electronic transmission consenting to an action to be taken and transmitted by a stockholder or proxy holder, or by a person or persons authorized to act for a stockholder or proxy holder, shall be deemed to be written, signed and dated for the purposes of this section, provided that any such telegram, cablegram or other electronic transmission sets forth or is delivered with information from which the Corporation can determine that the telegram, cablegram or other electronic transmission was transmitted by the stockholder or proxy holder or by a person or persons authorized to act for the stockholder or proxy holder and the date on which such stockholder or proxy holder or authorized person or persons transmitted such telegram, cablegram or electronic transmission. The date on which such telegram, cablegram or electronic transmission is transmitted shall be deemed to be the date on which such consent was signed. No consent given by telegram, cablegram or other electronic transmission shall be deemed to have been delivered until such consent is reproduced in paper form and until such paper form shall be delivered to the Corporation by delivery to its principal place of business or to an officer or agent of the Corporation having custody of the book in which the proceedings of meetings of stockholders are recorded. Any copy, facsimile or other reliable reproduction of a consent in writing may be substituted or used in lieu of the original

writing for any and all purposes for which the original writing could be used, provided that such copy, facsimile or other reproduction shall be a complete reproduction of the entire original writing.

Section 11. ORGANIZATION. Such person as the Board of Directors may designate or, in the absence of such a designation, the president of the Corporation or, in his or her absence, such person as may be chosen by the holders of a majority of the shares entitled to vote who are present, in person or by proxy, shall call to order any meeting of the stockholders and act as chairman of such meeting. In the absence of the secretary of the Corporation, the chairman of the meeting shall appoint a person to serve as secretary at the meeting.

ARTICLE III.
DIRECTORS

Section 1. NUMBER AND TENURE OF DIRECTORS. The number of directors of the Corporation shall be determined from time to time by resolution of the Board. Each director shall hold office until such director's successor is elected and qualified or until such director's earlier resignation or removal. Any director may resign at any time upon written notice to the Corporation.

Section 2. ELECTION OF DIRECTORS. Except as otherwise provided in these Amended and Restated Bylaws, directors shall be elected at the annual meeting of stockholders. Directors need not be residents of the State of Delaware. Elections of directors need not be by written ballot.

Section 3. SPECIAL MEETINGS. Special meetings of the Board of Directors may be called by or at the request of at least two (2) directors. The person or persons authorized to call special meetings of the Board of Directors may fix any time, date or place, either within or without the State of Delaware, for holding any special meeting of the Board of Directors called by them.

Section 4. NOTICE OF SPECIAL MEETINGS OF THE BOARD OF DIRECTORS. Notice of any special meeting of the Board of Directors shall be given, orally or in writing, by the person or persons calling the meeting to all directors at least one (1) day previous thereto. If mailed, such notice shall be deemed to be delivered when deposited in the United States Mail so addressed, with first-class postage thereon prepaid. If sent by any other means (including facsimile, courier, electronic mail or express mail, etc.), such notice shall be deemed to be delivered when actually delivered to the home or business address, electronic address or facsimile number of the director.

Section 5. QUORUM. A majority of the total number of directors fixed by the board as provided in Section 1 of Article III of these Amended and Restated Bylaws shall constitute a quorum for the transaction of business. If less than a majority of the directors are present at a meeting of the Board of Directors, a majority of the directors present may adjourn the meeting from time to time without further notice.

Section 6. VOTING. The vote of the majority of the directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, unless the Delaware General Corporation Law or the Certificate of Incorporation requires a vote of a greater number.

Section 7. VACANCIES. Vacancies in the Board of Directors may be filled by a majority vote of the Board of Directors or by an election either at an annual meeting or at a special meeting of the stockholders called for that purpose. Any directors elected by the stockholders to fill a vacancy shall hold office for the balance of the term for which he or she was elected. A director appointed by the Board of Directors to fill a vacancy shall serve until the next meeting of stockholders at which directors are elected.

Section 8. REMOVAL OF DIRECTORS. A director, or the entire Board of Directors, may be removed, with or without cause, by the holders of a majority of the shares then entitled to vote at an election of directors.

Section 9. WRITTEN ACTION BY DIRECTORS. Unless otherwise restricted by the Certificate of Incorporation or these Amended and Restated Bylaws, any action required or permitted to be taken at any meeting of the Board of Directors, or of any committee thereof, may be taken without a meeting if all members of the Board of Directors or committee, as the case may be, consent thereto in writing, and the writing or writings are filed with the minutes of proceedings of the Board of Directors or committee. Without limiting the manner by which consent may be given, members of the Board of Directors may consent by delivery of an electronic transmission when such transmission is directed to a facsimile number or electronic mail address at which the Corporation has consented to receive such electronic transmissions, and copies of the electronic transmissions are filed with the minutes of proceedings of the Board of Directors or committee. Such filing shall be in paper form if the minutes are maintained in paper form and shall be in electronic form if the minutes are maintained in electronic form.

Section 10. PARTICIPATION BY CONFERENCE TELEPHONE. Members of the Board of Directors, or any committee designated by such board, may participate in a meeting of the Board of Directors, or committee thereof, by means of conference telephone or similar communications equipment as long as all persons participating in the meeting can speak with and hear each other, and participation by a director pursuant to this Section 3.10 shall constitute presence in person at such meeting.

Section 11. COMPENSATION OF DIRECTORS. Unless otherwise restricted by the Certificate of Incorporation or these Amended and Restated Bylaws, the Board of Directors shall have the authority to fix the compensation of directors. The directors may be paid their expenses, if any, of attendance at each meeting of the Board of Directors and may be paid a fixed sum for attendance at each meeting of the Board of Directors or a stated salary as director. No such payment shall preclude any director from serving the Corporation in any other capacity and receiving compensation therefore. Members of special or standing committees may be allowed like compensation for attending committee meetings.

ARTICLE IV.
WAIVER OF NOTICE

Section 1. WRITTEN WAIVER OF NOTICE. A written waiver of any required notice, signed by or electronically transmitted by the person entitled to notice, whether before or after the date stated therein, shall be deemed equivalent to notice. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of stockholders, directors or members of a committee of directors need be specified in any written waiver of notice.

Section 2. ATTENDANCE AS WAIVER OF NOTICE. Attendance of a person at a meeting shall constitute a waiver of notice of such meeting, except when the person attends a meeting for the express purpose of objecting at the beginning of the meeting, and objects, to the transaction of any business because the meeting is not lawfully called or convened.

ARTICLE V.
COMMITTEES

Section 1. GENERAL PROVISIONS. The Board of Directors may designate one or more committees, each committee to consist of one or more of the directors of the Corporation. The Board may designate one or more directors as alternate members of any committee, who may replace any absent or disqualified member at any meeting of the committee. In the absence or disqualification of a member at any meeting of a committee, the member or members thereof present at any meeting and not disqualified from voting, whether or not such member or members constitute a quorum, may unanimously appoint another member of the Board of Directors to act at the meeting in the place of any such absent or disqualified member. Any such committee, to the extent provided in the resolution of the Board of Directors, shall have and may exercise all the powers and authority of the Board of Directors in the management of the business and affairs of the Corporation, and may authorize the seal of the Corporation to be affixed to all papers which may require it, but no such committee shall have the power or authority in reference to the following matters: (i) approving or adopting, or recommending to the stockholders, any action or matter (other than the election or removal of directors) expressly required by law to be submitted to stockholders for approval or (ii) adopting, amending or repealing these Amended and Restated Bylaws.

ARTICLE VI.
OFFICERS

Section 1. GENERAL PROVISIONS. The Board of Directors shall elect a President and a Secretary of the Corporation. The Board of Directors may also elect a Chairman of the Board, one or more Vice Chairmen of the Board, one or more Vice Presidents, a Treasurer, one or more Assistant Secretaries and Assistant Treasurers and such additional officers as the Board of Directors may deem necessary or appropriate from time to time. Any two or more offices may be held by the same person. The officers elected by the Board of Directors shall have such duties as are hereafter described and such additional duties as the Board of Directors may from time to time prescribe.

Section 2. ELECTION AND TERM OF OFFICE. The officers of the Corporation shall be elected annually by the Board of Directors at the regular meeting of the Board of Directors held after each annual meeting of the stockholders. If the election of officers is not held at such meeting, such election shall be held as soon thereafter as may be convenient. New offices of the Corporation may be created and filled and vacancies in offices may be filled at any time, at a meeting or by the written consent of the Board of Directors. Unless removed pursuant to Section 3 of Article VI of these Amended and Restated Bylaws, each officer shall hold office until his successor has been duly elected and qualified, or until his earlier death or resignation. Election or appointment of an officer or agent shall not of itself create contract rights.

Section 3. REMOVAL OF OFFICERS. Any officer or agent elected or appointed by the Board of Directors may be removed by the Board of Directors whenever, in its judgment, the best interests of the Corporation would be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the person(s) so removed.

Section 4. THE CHIEF EXECUTIVE OFFICER. The Board of Directors shall designate whether the Chairman of the Board, if one shall have been chosen, the President or another individual shall be the Chief Executive Officer of the Corporation. If a Chairman of the Board or another individual has not been chosen, or if a Chairman of the Board has been chosen but not designated Chief Executive Officer, then the President shall be the Chief Executive Officer of the Corporation. The Chief Executive Officer shall be the principal executive officer of the Corporation and shall in general supervise and control all of the business and affairs of the Corporation, unless otherwise provided by the Board of Directors. The Chief Executive Officer shall preside at all meetings of the stockholders and of the Board of Directors and shall see that orders and resolutions of the Board of Directors are carried into effect. The Chief Executive Officer may sign bonds, mortgages, certificates for shares and all other contracts and documents whether or not under the seal of the Corporation except in cases where the signing and execution thereof shall be expressly delegated by law, by the Board of Directors or by these Amended and Restated Bylaws to some other officer or agent of the Corporation. The Chief Executive Officer shall have general powers of supervision and shall be the final arbiter of all differences between officers of the Corporation and his decision as to any matter affecting the Corporation shall be final and binding as between the officers of the Corporation subject only to the Board of Directors.

Section 5. THE PRESIDENT. In the absence of the Chief Executive Officer or in the event of his inability or refusal to act, if the Chairman of the Board or another individual has not been designated Chief Executive Officer, the President shall perform the duties of the Chief Executive Officer, and when so acting, shall have all the powers of and be subject to all the restrictions upon the Chief Executive Officer. At all other times the President shall have the active management of the business of the Corporation under the general supervision of the Chief Executive Officer. The President shall have concurrent power with the Chief Executive Officer to sign bonds, mortgages, certificates for shares and other contracts and documents, whether or not under the seal of the Corporation except in cases where the signing and execution thereof shall be expressly delegated by law, by the Board of Directors, or by these Amended and Restated Bylaws to some other officer or agent of the Corporation. In general, the President shall perform all duties incident to the office of president and such other duties as the Chief Executive Officer or the Board of Directors may from time to time prescribe.

Section 6. THE CHAIRMAN OF THE BOARD. The Chairman of the Board, if one is chosen, shall be chosen from among the members of the board. If the Chairman of the Board has not been designated Chief Executive Officer, the Chairman of the Board shall perform such duties as may be assigned to the Chairman of the Board by the Chief Executive Officer or by the Board of Directors.

Section 7. VICE CHAIRMAN OF THE BOARD. In the absence of the Chief Executive Officer or in the event of his inability or refusal to act, if the Chairman of the Board or another individual has not been designated Chief Executive Officer, the Vice Chairman, or if there be more than one, the Vice Chairmen, in the order determined by the Board of Directors, shall perform the duties of the Chief Executive Officer, and when so acting shall have all the powers of and be subject to all the restrictions upon the Chief Executive Officer. At all other times, the Vice Chairman or Vice Chairmen shall perform such duties and have such powers as the Chief Executive Officer or the Board of Directors may from time to time prescribe.

Section 8. THE VICE PRESIDENT. In the absence of the President or in the event of his inability or refusal to act, the Vice President (or in the event there be more than one Vice President, the Executive Vice President and then the other Vice President or Vice Presidents in the order designated, or in the absence of any designation, then in the order of their election) shall perform the duties of the President, and when so acting, shall have all the powers of and be subject to all the restrictions upon the President. The Vice Presidents shall perform such other duties and have such other powers as the Chief Executive Officer or the Board of Directors may from time to time prescribe.

Section 9. THE SECRETARY. The Secretary shall attend all meetings of the Board of Directors and all meetings of the stockholders and record all the proceedings of the meetings of the Corporation and of the Board of Directors in a book to be kept for that purpose and shall perform like duties for the standing committees when required. The Secretary shall give, or cause to be given, notice of all meetings of the stockholders and special meetings of the Board of Directors, and shall perform such other duties as may be prescribed by the Board of Directors or the Chief Executive Officer, under whose supervision he shall be. The Secretary shall have custody of the corporate seal of the Corporation and the Secretary, or an Assistant Secretary, shall have authority to affix the same to any instrument requiring it and when so affixed, it may be attested by his signature or by the signature of such Assistant Secretary. The Board of Directors may give general authority to any other officer to affix the seal of the Corporation and to attest the affixing by his signature.

Section 10. THE ASSISTANT SECRETARY. The Assistant Secretary, or if there be more than one, the Assistant Secretaries in the order determined by the Board of Directors (or if there be no such determination, then in the order of their election), shall, in the absence of the Secretary or in the event of his inability or refusal to act, perform the duties and exercise the powers of the Secretary and shall perform such other duties and have such other powers as the Chief Executive Officer or the Board of Directors may from time to time prescribe.

Section 11. THE TREASURER. The Treasurer shall have the custody of the corporate funds and securities and shall keep full and accurate accounts of receipts and disbursements in books belonging to the Corporation and shall deposit all moneys and other

valuable effects in the name and to the credit of the Corporation in such depositories as may be designated by the Board of Directors. The Treasurer shall disburse the funds of the Corporation as may be ordered by the Board of Directors, taking proper vouchers for such disbursements, and shall render to the President and the Board of Directors, at its regular meetings, or when the Board of Directors so requires, an account of all his transactions as Treasurer and of the financial condition of the Corporation. If required by the Board of Directors, the Treasurer shall give the Corporation a bond (which shall be renewed every six (6) years) in such sum and with such surety or sureties as shall be satisfactory to the Board of Directors for the faithful performance of the duties of his office and for the restoration to the Corporation, in case of his death, resignation, retirement or removal from office, of all books, papers, vouchers, money and other property of whatever kind in his possession or under his control belonging to the Corporation.

Section 12. THE ASSISTANT TREASURER. The Assistant Treasurer, or if there shall be more than one, the Assistant Treasurers in the order determined by the Board of Directors (or if there be no such determination, then in the order of their election), shall, in the absence of the Treasurer or in the event of his inability or refusal to act, perform the duties and exercise the powers of the Treasurer and shall perform such other duties and have such other powers as the Chief Executive Officer or the Board of Directors may from time to time prescribe.

Section 13. OTHER OFFICERS, ASSISTANT OFFICERS AND AGENTS. Officers, Assistant Officers and Agents, if any, other than those whose duties are provided for in these Amended and Restated Bylaws, shall have such authority and perform such duties as may from time to time be prescribed by resolution of the board of directors.

Section 14. ABSENCE OF OFFICERS. In the absence of any officer of the Corporation, or for any other reason the Board of Directors may deem sufficient, the Board of Directors may delegate the powers or duties, or any of such powers or duties, of any officers or officer to any other officer or to any director.

Section 15. COMPENSATION. The Board of Directors shall have the authority to establish reasonable compensation of all officers for services to the Corporation.

ARTICLE VII.
INDEMNIFICATION

Section 1. RIGHT TO INDEMNIFICATION OF DIRECTORS AND OFFICERS. The Corporation shall indemnify and hold harmless, to the fullest extent permitted by applicable law as it presently exists or may hereafter be amended, any person (a "Covered Person") who was or is made or is threatened to be made a party or is otherwise involved in any action, suit or proceeding, whether civil, criminal, administrative or investigative (a "proceeding"), by reason of the fact that such person, or a person for whom such person is the legal representative, is or was a director or officer of the Corporation or, while a director or officer of the Corporation, is or was serving at the request of the Corporation as a director, officer, employee or agent of another Corporation or of a partnership, joint venture, trust, enterprise or nonprofit entity, including service with respect to employee benefit plans, against all liability and loss suffered and expenses (including attorneys' fees) reasonably incurred by such Covered Person in such

proceeding. Notwithstanding the preceding sentence, except as otherwise provided in Section 3 of Article VII of these Amended and Restated Bylaws, the Corporation shall be required to indemnify a Covered Person in connection with a proceeding (or part thereof) commenced by such Covered Person only if the commencement of such proceeding (or part thereof) by the Covered Person was authorized in advance by the Board of Directors.

Section 2. PREPAYMENT OF EXPENSES OF DIRECTORS AND OFFICERS. The Corporation shall pay the expenses (including attorneys' fees) incurred by a Covered Person in defending any proceeding in advance of its final disposition, provided, however, that, to the extent required by law, such payment of expenses in advance of the final disposition of the proceeding shall be made only upon receipt of an undertaking by the Covered Person to repay all amounts advanced if it should be ultimately determined that the Covered Person is not entitled to be indemnified under this Article VII or otherwise.

Section 3. CLAIMS BY DIRECTORS AND OFFICERS. If a claim for indemnification or advancement of expenses under this Article VII is not paid in full within sixty days after a written claim therefor by the Covered Person has been received by the Corporation, the Covered Person may file suit to recover the unpaid amount of such claim and, if successful in whole or in part, shall be entitled to be paid the expense of prosecuting such claim. In any such action the Corporation shall have the burden of proving that the Covered Person is not entitled to the requested indemnification or advancement of expenses under applicable law.

Section 4. INDEMNIFICATION OF EMPLOYEES AND AGENTS. The Corporation may indemnify and advance expenses to any person who was or is made or is threatened to be made or is otherwise involved in any proceeding by reason of the fact that such person, or a person for whom such person is the legal representative, is or was an employee or agent of the Corporation or, while an employee or agent of the Corporation, is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation or of a partnership, joint venture, trust, enterprise or nonprofit entity, including service with respect to employee benefit plans, against all liability and loss suffered and expenses (including attorney's fees) reasonably incurred by such person in connection with such proceeding. The ultimate determination of entitlement to indemnification of persons who are non-director or officer employees or agents shall be made in such manner as is determined by the Board of Directors in its sole discretion. Notwithstanding the foregoing sentence, the Corporation shall not be required to indemnify a person in connection with a proceeding initiated by such person if the proceeding was not authorized in advance by the Board of Directors.

Section 5. ADVANCEMENT OF EXPENSES OF EMPLOYEES AND AGENTS. The Corporation may pay the expenses (including attorney's fees) incurred by an employee or agent in defending any proceeding in advance of its final disposition on such terms and conditions as may be determined by the Board of Directors.

Section 6. NON-EXCLUSIVITY OF RIGHTS. The rights conferred on any person by this Article VII shall not be exclusive of any other rights which such person may have or hereafter acquire under any statute, provision of the certificate of incorporation, these Amended and Restated Bylaws, agreement, vote of stockholders or disinterested directors or otherwise.

Section 7. OTHER INDEMNIFICATION. The Corporation's obligation, if any, to indemnify any person who was or is serving at its request as a director, officer or employee of another Corporation, partnership, joint venture, trust, organization or other enterprise shall be reduced by any amount such person may collect as indemnification from such other Corporation, partnership, joint venture, trust, organization or other enterprise.

Section 8. INSURANCE. The Board of Directors may, to the full extent permitted by applicable law as it presently exists, or may hereafter be amended from time to time, authorize an appropriate officer or officers to purchase and maintain at the Corporation's expense insurance: (a) to indemnify the Corporation for any obligation which it incurs as a result of the indemnification of directors, officers and employees under the provisions of this Article VII; and (b) to indemnify or insure directors, officers and employees against liability in instances in which they may not otherwise be indemnified by the Corporation under the provisions of this Article VII.

Section 9. INDEMNIFICATION PRIORITY. The Company hereby acknowledges that certain of the directors have certain rights to indemnification, advancement of expenses and/or insurance provided by affiliated sponsor entities, including investment funds, and affiliates of such directors and entities (collectively, the "Fund Indemnitors"). Notwithstanding Section 7 of this Article VII, the Company hereby agrees (i) that it is the indemnitor of first resort (i.e., its obligations to an indemnitee are primary and any obligation of the Fund Indemnitors to advance expenses or to provide indemnification for the same expenses or liabilities incurred by the applicable indemnitee are secondary), (ii) that it shall be required to advance the full amount of expenses incurred by such indemnitee and shall be liable for the full amount of all costs, expenses, judgments, penalties, fines and amounts paid in settlement to the extent legally permitted and as required by the terms of the Certificate of Incorporation or Bylaws of the Company (or any other agreement between the Company and an indemnitee), without regard to any rights such indemnitee may have against the Fund Indemnitors, and, (iii) that it irrevocably waives, relinquishes and releases the Fund Indemnitors from any and all claims against the Fund Indemnitors for contribution, subrogation or any other recovery of any kind in respect thereof. The Company further agrees that no advancement or payment by the Fund Indemnitors on behalf of an indemnitee with respect to any claim for which an indemnitee has sought indemnification from the Company shall affect the foregoing and the Fund Indemnitors shall have a right of contribution and/or be subrogated to the extent of such advancement or payment to all of the rights of recovery of indemnitee against the Company.

Section 10. AMENDMENT OR REPEAL. Any repeal or modification of the foregoing provisions of this Article VII shall not adversely affect any right or protection hereunder of any person in respect of any act or omission occurring prior to the time of such repeal or modification. The rights provided hereunder shall inure to the benefit of any Covered Person and such person's heirs, executors and administrators.

ARTICLE VIII.
CERTIFICATES FOR SHARES

Section 1. CERTIFICATES OF SHARES. The shares of the Corporation shall be represented by certificates, provided that the Board of Directors of the Corporation may provide

by resolution or resolutions that some or all of any or all classes or series of its stock shall be uncertificated shares. Any such resolution shall not apply to shares represented by a certificate until such certificate is surrendered to the Corporation. Notwithstanding the adoption of such a resolution by the Board of Directors, every holder of stock represented by certificates and upon request every holder of uncertificated shares shall be entitled to have a certificate signed by, or in the name of the Corporation by the Chairman or Vice Chairman of the Board of Directors, Chief Executive Officer, or the President or Vice President, and by the Treasurer or an Assistant Treasurer, or the Secretary or an Assistant Secretary of the Corporation representing the number of shares registered in certificate form. Any or all the signatures on the certificate may be a facsimile.

Section 2. SIGNATURES OF FORMER OFFICER, TRANSFER AGENT OR REGISTRAR. In case any officer, transfer agent, or registrar who has signed or whose facsimile signature has been placed upon a certificate shall have ceased to be such officer, transfer agent or registrar before such certificate is issued, it may be issued by the Corporation with the same effect as if such person or entity were such officer, transfer agent or registrar at the date of issue.

Section 3. TRANSFER OF SHARES. Transfers of shares of the Corporation shall be made only on the books of the Corporation by the holder of record thereof or by his legal representative, who shall furnish proper evidence of authority to transfer, or by his or her attorney thereunto authorized by power of attorney duly executed and filed with the Secretary of the Corporation, and on surrender for cancellation of certificate for such shares. Prior to due presentment of a certificate for shares for registration of transfer, the Corporation may treat a registered owner of such shares as the person exclusively entitled to vote, to receive notifications and otherwise have and exercise all of the right and powers of an owner of shares.

Section 4. LOST, DESTROYED OR STOLEN CERTIFICATES. Whenever a certificate representing shares of the Corporation has been lost, destroyed or stolen, the holder thereof may file in the office of the Corporation an affidavit setting forth, to the best of his knowledge and belief, the time, place, and circumstance of such loss, destruction or theft together with a statement of indemnity sufficient in the opinion of the Board of Directors to indemnify the Corporation against any claim that may be made against it on account of the alleged loss of any such certificate. Thereupon the Board may cause to be issued to such person or such person's legal representative a new certificate or a duplicate of the certificate alleged to have been lost, destroyed or stolen. In the exercise of its discretion, the Board of Directors may waive the indemnification requirements provided herein.

ARTICLE IX.
DIVIDENDS

Section 1. DECLARATIONS OF DIVIDENDS. Dividends upon the capital stock of the Corporation, subject to the provisions of the Certificate of Incorporation, if any, may be declared by the Board of Directors at any regular or special meeting, pursuant to law. Dividends may be paid in cash, in property, or in shares of the capital stock, subject to the provisions of the Certificate of Incorporation.

ARTICLE X.
GENERAL PROVISIONS

Section 1. CONTRACTS. The Board of Directors may authorize any officer or officers, agent or agents, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to specific instances.

Section 2. LOANS. No loans shall be contracted on behalf of the Corporation and no evidences of indebtedness shall be issued in its name unless authorized by a resolution of the Board of Directors. Such authority may be general or confined to specific instances.

Section 3. CHECKS, DRAFTS, ETC.. All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Corporation shall be signed by one or more officers or agents of the Corporation and in such manner as shall from time to time be determined by resolution of the Board of Directors.

Section 4. DEPOSITS. The funds of the Corporation may be deposited or invested in such bank account, in such investments or with such other depositaries as determined by the Board of Directors.

Section 5. FISCAL YEAR. The fiscal year of the Corporation shall be fixed by resolution of the Board of Directors.

Section 6. SEAL. The corporate seal shall have inscribed thereon the name of the Corporation, the year of its organization and the words "Corporate Seal, Delaware". Said seal may be used by causing it or a facsimile thereof to be impressed or affixed or reproduced or otherwise.

Section 7. ANNUAL STATEMENT. The Board of Directors shall present at each annual meeting, and at any special meeting of the stockholders when called for by vote of the stockholders, a full and clear statement of the business and condition of the Corporation.

ARTICLE XI.
AMENDMENTS

Section 1. AMENDMENTS. These Amended and Restated Bylaws may be altered, amended or repealed or new Bylaws may be adopted by the stockholders or by the Board of Directors, when such power is conferred upon the Board of Directors by the Certificate of Incorporation, at any regular meeting of the stockholders or of the Board of Directors or at any special meeting of the stockholders or of the Board of Directors if notice of such alteration, amendment, repeal or adoption of new Bylaws be contained in the notice of such special meeting. If the power to adopt, amend or repeal Bylaws is conferred upon the Board of Directors by the Certificate of Incorporation it shall not divest or limit the power of the stockholders to adopt, amend or repeal Bylaws.

[Signature Follows on Next Page]

CERTIFICATE OF ADOPTION OF AMENDED AND RESTATED BYLAWS

I hereby certify that:

I am the duly elected and acting Secretary of Pentech Holdings, Inc., a Delaware corporation (the "Company"); and

Attached hereto is a complete and accurate copy of the Amended and Restated Bylaws of the Company as duly adopted by the Sole Director by Written Consent dated June ___, 2012 and said Amended and Restated Bylaws are presently in effect.

IN WITNESS WHEREOF, the undersigned has executed this Certificate of Adoption of Amended and Restated Bylaws as of the _____ day of June, 2012.

_____

Joseph Cosgrove, Secretary

Tab G-9E

Appendix G, Question 9

Articles of Incorporation of Pentec Healthcare Infusions, Inc. (Attached)

Delaware

The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED ARE TRUE AND CORRECT COPIES OF ALL DOCUMENTS ON FILE OF "PENTEC HEALTHCARE INFUSIONS, INC." AS RECEIVED AND FILED IN THIS OFFICE.

THE FOLLOWING DOCUMENTS HAVE BEEN CERTIFIED:

CERTIFICATE OF INCORPORATION, FILED THE TWENTY-SEVENTH DAY OF APRIL, A.D. 2012, AT 7:28 O'CLOCK P.M.

RESTATED CERTIFICATE, FILED THE TWENTY-NINTH DAY OF MAY, A.D. 2012, AT 7:59 O'CLOCK P.M.

CERTIFICATE OF DESIGNATION, FILED THE TWENTY-NINTH DAY OF MAY, A.D. 2012, AT 8 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE AFORESAID CERTIFICATES ARE THE ONLY CERTIFICATES ON RECORD OF THE AFORESAID CORPORATION, "PENTEC HEALTHCARE INFUSIONS, INC.".

Jeffrey W. Bullock, Secretary of State

5146810 8100H

AUTHENTICATION: 0179018

130106280

DATE: 01-30-13

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

State of Delaware
Secretary of State
Division of Corporations
Delivered 07:48 PM 04/27/2012
FILED 07:28 PM 04/27/2012
SRV 120486223 - 5146810 FILE

CERTIFICATE OF INCORPORATION

OF

PENTEC HEALTHCARE INFUSIONS, INC.

FIRST

The name of the corporation (the "Corporation") is Pentec Healthcare Infusions, Inc.

SECOND

The address of the Corporation's registered office in the State of Delaware is 1209 Orange Street in the City of Wilmington 19801-1120, County of New Castle. The name of its registered agent at such address is The Corporation Trust Company.

THIRD

The purpose of the Corporation is to engage in any lawful act or activity for which a corporation may be organized under the General Corporation Law of the State of Delaware, as the same exists or may hereafter be amended ("DGCL") or any successor statute.

FOURTH

The total number of shares of all classes of stock that the Corporation shall have authority to issue is 100 shares, all of which are Common Stock with a par value of $0.01.

FIFTH

The name and mailing address of the sole incorporator is:

Daichi Ito
c/o Latham & Watkins LLP
355 South Grand Avenue
Los Angeles, CA 90071

SIXTH

In furtherance and not in limitation of the powers conferred by statute, the Board of Directors is expressly authorized to adopt, alter, amend or repeal the bylaws of the Corporation.

SEVENTH

Election of directors need not be by written ballot unless the bylaws of the Corporation shall so provide.

EIGHTH

A director of this Corporation shall not be liable to the Corporation or its stockholders for monetary damages for breach of fiduciary duty as a director, except to the extent that exculpation from liability is not permitted under DGCL as in effect at the time such liability is determined. No amendment or repeal of this Article EIGHTH shall apply to or have any effect on the liability or alleged liability of any director of the Corporation for or with respect to any acts or omissions of such director occurring prior to such amendment or repeal.

NINTH

(A) The Corporation shall indemnify its directors and officers to the fullest extent authorized or permitted by the DGCL, and such right to indemnification shall continue as to a person who has ceased to be director or officer of the Corporation and shall inure to the benefit of his or her heirs, executors and administrators; provided, however, that, except for proceedings to enforce rights to indemnification, the Corporation shall not be obligated to indemnify any director or officer (or his or her heirs, executors or administrators) in connection with a proceeding (or part thereof) initiated by such person unless such proceeding (or part thereof) was authorized by the Board of Directors of the Corporation. The right to indemnification conferred in this paragraph shall be a contract right and shall include the right to be paid by the Corporation the expenses incurred in defending or otherwise participating in any proceeding in advance of its final disposition.

(B) The Corporation shall have the express authority to enter into such agreements as the Board of Directors deems appropriate for the indemnification of directors and officers of the Corporation. Such agreements may contain provisions relating to, among other things, the advancement of expenses, a person's right to bring suit against the Corporation to enforce his or her right to indemnification, the establishment of a trust to assure the availability of funds to satisfy the Corporation's indemnification obligations to such person and other matters as the Board of Directors deems appropriate or advisable.

(C) The rights to indemnification and to the advancement of expenses conferred in this Article NINTH shall not be exclusive of any other right which any person may have or hereafter acquire under this Certificate of Incorporation, the bylaws of the Corporation, any statute, agreement, vote of stockholders or disinterested directors or otherwise.

(D) The Corporation may maintain insurance, at its expense, to protect itself and any director, officer, employee or agent of the Corporation or another corporation, partnership, joint venture, trust, employee benefit plan or other enterprise against any expense, liability or loss, whether or not the Corporation would have the power to indemnify such person against such expense, liability or loss under the DGCL.

(E) Any repeal or modification of the foregoing provisions of this Article NINTH shall not adversely affect any right or protection of a director or officer of the Corporation, or other person indemnified by the Corporation, with respect to any acts or omissions of such director, officer or other person existing at the time of such repeal or modification.

TENTH

Subject to such limitations as may be from time to time imposed by other provisions of this Certificate of Incorporation, by the bylaws of the Corporation, by the DGCL or other applicable law, or by any contract or agreement to which the Corporation is or may become a party, the Corporation reserves the right to amend or repeal any provision contained in this Certificate of Incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred upon stockholders herein are granted subject to this express reservation

[Signature Follows on Next Page]

I, THE UNDERSIGNED, being the sole incorporator hereinbefore named, for the purpose of forming a corporation pursuant to the General Corporation Law of the State of Delaware, do make this certificate, herein declaring and certifying that this is my act and deed and the facts herein stated are true, and accordingly have hereunto set my hand this 27th day of April, 2012.

Daichi Ito, Sole Incorporator

State of Delaware
Secretary of State
Division of Corporations
Delivered 08:04 PM 05/29/2012
FILED 07:59 PM 05/29/2012
SRV 120656553 - 5146810 FILE

AMENDED AND RESTATED

CERTIFICATE OF INCORPORATION

OF

PENTEC HEALTHCARE INFUSIONS, INC.

Pentec Healthcare Infusions, Inc., a corporation organized and existing under the laws of the State of Delaware (the "Corporation"), hereby certifies as follows:

1. The name of the Corporation is "Pentec Healthcare Infusions, Inc." The original Certificate of Incorporation of the Corporation was filed with the Secretary of State of the State of Delaware on April 27, 2012.

2. Pursuant to Sections 242 and 245 of the General Corporation Law of the State of Delaware, this Amended and Restated Certificate of Incorporation was duly adopted by the Corporation's Board of Directors and stockholders, the stockholders of the Corporation having duly approved this Amended and Restated Certificate of Incorporation by written consent of the holders of the requisite number of shares of the Corporation in accordance with Section 228 of the General Corporation Law of the State of Delaware.

3. The Corporation's Certificate of Incorporation is hereby amended and restated to read in its entirety as set forth on Exhibit A hereto.

IN WITNESS WHEREOF, this Amended and Restated Certificate of Incorporation has been executed by a duly authorized officer of the Corporation on this 29th day of May, 2012.

Tim Kuehl
President

EXHIBIT A

AMENDED AND RESTATED

CERTIFICATE OF INCORPORATION

OF

PENTEC HEALTHCARE INFUSIONS, INC.

FIRST

The name of the Corporation is Pentec Healthcare Infusions, Inc.

SECOND

The address of the Corporation's registered office in the State of Delaware is 1209 Orange Street in the City of Wilmington 19801-1120, County of New Castle. The name of its registered agent at such address is The Corporation Trust Company.

THIRD

The purpose of the Corporation is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of the State of Delaware (the "DGCL").

FOURTH

AUTHORIZED CAPITAL STOCK

The total number of shares of capital stock which the Corporation shall have the authority to issue is 3,850,000 shares, divided into two classes consisting of 1,100,000 shares of preferred stock, par value $0.001 per share (the "Preferred Stock"), and 2,750,000 shares of common stock, par value $0.001 per share (the "Common Stock").

The following is a statement of the designations, preferences, qualifications, limitations, restrictions and the special or relative rights granted to or imposed upon the shares of each such class.

PREFERRED STOCK

The Board of Directors is authorized to provide for the issuance from time to time of shares of Preferred Stock in one or more series and, by filing a certificate pursuant to the applicable provisions of the DGCL (a "Preferred Stock Certificate of Designation"), to establish from time to time the number of shares to be included in each such series, with such designations, preferences, and relative, participating, optional or other special

rights and qualifications, limitations or restrictions thereof as are stated and expressed in the resolution or resolutions providing for the issue thereof adopted by the Board of Directors (as such resolutions may be amended by a resolution or resolutions subsequently adopted by the Board of Directors), and as are not stated and expressed in this Amended and Restated Certificate of Incorporation including, but not limited to, determination of any of the following:

(A) the distinctive designation of the series, whether by number, letter or title, and the number of shares which will constitute the series, which number may be increased or decreased (but not below the number of shares then outstanding and except where otherwise provided in the applicable Preferred Stock Certificate of Designation) from time to time by resolution of the Board of Directors;

(B) the dividend rate, if any, and the times of payment of dividends, if any, on the shares of the series, whether such dividends will be cumulative, and if so, from what date or dates, and the relation which such dividends, if any, shall bear to the dividends payable on any other class or classes of stock;

(C) the price or prices at which, and the terms and conditions on which, the shares of the series may be redeemed at the option of the Corporation;

(D) whether or not the shares of the series will be entitled to the benefit of a retirement or sinking fund to be applied to the purchase or redemption of such shares and, if so entitled, the amount of such fund and the terms and provisions relative to the operation thereof;

(E) the amounts payable on, and the preferences, if any, of shares of the series in the event of any voluntary or involuntary liquidation, dissolution or winding up of the affairs of the Corporation;

(F) whether or not the shares of the series will be convertible into, or exchangeable for, any other shares of stock of the Corporation or other securities, and if so convertible or exchangeable, the conversion price or prices, or the rates of exchange, and any adjustments thereof, at which such conversion or exchange may be made, and any other terms and conditions of such conversion or exchange;

(G) the rights of the shares of the series in the event of voluntary or involuntary liquidation, dissolution or winding up of the affairs of the Corporation;

(H) whether or not the shares of the series will have priority over or be on a parity with or be junior to the shares of any other series or class of stock in any respect, or will be entitled to the benefit of limitations restricting the issuance of shares of any other series or class of stock, restricting the payment of dividends on or the making of other distributions in respect of shares of any other series or class of stock ranking junior to the shares of the

series as to dividends or assets, or restricting the purchase or redemption of the shares of any such junior series or class, and the terms of any such restriction;

(I) whether the series will have voting rights, in addition to any voting rights provided by law, and, if so, the terms of such voting rights; and

(J) any other preferences, qualifications, privileges, options and other relative or special rights and limitations of that series.

Except as otherwise required by law, as otherwise provided herein or as otherwise determined by the Board of Directors in the applicable Preferred Stock Certificate of Designation as to the shares of any series of Preferred Stock prior to the issuance of any such shares, the holders of Preferred Stock shall have no voting rights and shall not be entitled to any notice of meeting of stockholders. In addition, except as otherwise expressly provided in the resolution or resolutions providing for the establishment of any series of Preferred Stock, and otherwise subject to any contractual obligations binding on the Corporation, no vote of the holders of shares of Preferred Stock or Common Stock shall be a prerequisite to the issuance of any shares of any series of the Preferred Stock authorized in accordance with this Amended and Restated Certificate of Incorporation.

COMMON STOCK

The voting, dividend and liquidation rights of the holders of the Common Stock are subject to and qualified by the rights of the holders of the Preferred Stock of any series as may be designated by the Board of Directors upon any issuance of the preferred Stock or any series. Except as otherwise provided in this Amended and Restated Certificate of Incorporation or as otherwise required by applicable law, all shares of Common Stock shall be identical in all respects and shall entitle the holders thereof to the same rights and privileges, subject to the same qualifications, limitations and restrictions. The terms of the Common Stock set forth below shall be subject to the express terms of any series of Preferred Stock.

(A) Voting Rights.

Except as otherwise provided in this Amended and Restated Certificate of Incorporation or as otherwise required by applicable law, the holders of Common Stock shall be entitled to one vote per share on all matters to be voted on by the Corporation's stockholders. Notwithstanding the foregoing, the holders of Common Stock, as such, shall not be entitled to vote on any amendment to the Amended and Restated Certificate of Incorporation (including a Preferred Stock Certificate of Designation) that relates solely to the terms of one or more outstanding series of Preferred Stock if the holders of such series are entitled, either separately or together with the holders of one or more other such series, to vote thereon pursuant to the DGCL or the Amended and Restated Certificate of Incorporation. The number of authorized shares of Common Stock may be increased or decreased (but not below the number of shares of Common Stock then

outstanding) by the affirmative vote of the holders of a majority of the voting power entitled to vote generally, irrespective of the provisions of Section 242(b)(2) of the DGCL. No stockholder of the Corporation shall be entitled to exercise any right of cumulative voting.

(B) Dividends.

As, if and when dividends are declared or paid thereon, whether in cash, property or securities of the Corporation, the holders of Common Stock shall be entitled to participate in such dividends ratably on a per share basis.

(C) Liquidation.

The holders of the Common Stock shall be entitled to participate ratably on a per share basis in all distributions to the holders of Common Stock as a result of the liquidation, dissolution or winding up of the Corporation.

STOCK OWNERSHIP

The Corporation shall be entitled to treat the person in whose name any share of its stock is registered as the owner thereof for all purposes and shall not be bound to recognize any equitable or other claim to, or interest in, such share on the part of any other person, whether or not the Corporation shall have notice thereof, except as expressly provided by applicable law.

FIFTH

In furtherance and not in limitation of the powers conferred by statute, the Board of Directors is expressly authorized to adopt, alter, amend or repeal this Amended and Restated Certificate of Incorporation and the bylaws of the Corporation.

SIXTH

Election of directors need not be by written ballot unless the bylaws of the Corporation shall so provide.

SEVENTH

A director of this Corporation shall not be liable to the Corporation or its stockholders for monetary damages for breach of fiduciary duty as a director, except to the extent that exculpation from liability is not permitted under DGCL as in effect at the time such liability is determined. No amendment or repeal of this Article SEVENTH shall apply to or have any effect on the liability or alleged liability of any director of the Corporation for or with respect to any acts or omissions of such director occurring prior to such amendment or repeal.

EIGHTH

The Corporation shall indemnify its directors and officers to the fullest extent authorized or permitted by the DGCL, and such right to indemnification shall continue as to a person who has ceased to be director or officer of the Corporation and shall inure to the benefit of his or her heirs, executors and administrators; provided, however, that, except for proceedings to enforce rights to indemnification, the Corporation shall not be obligated to indemnify any director or officer (or his or her heirs, executors or administrators) in connection with a proceeding (or part thereof) initiated by such person unless such proceeding (or part thereof) was authorized by the Board of Directors of the Corporation. The right to indemnification conferred in this paragraph shall be a contract right and shall include the right to be paid by the Corporation the expenses incurred in defending or otherwise participating in any proceeding in advance of its final disposition.

The Corporation shall have the express authority to enter into such agreements as the Board of Directors deems appropriate for the indemnification of directors and officers of the Corporation. Such agreements may contain provisions relating to, among other things, the advancement of expenses, a person's right to bring suit against the Corporation to enforce his or her right to indemnification, the establishment of a trust to assure the availability of funds to satisfy the Corporation's indemnification obligations to such person and other matters as the Board of Directors deems appropriate or advisable.

The rights to indemnification and to the advancement of expenses conferred in this Article EIGHTH shall not be exclusive of any other right which any person may have or hereafter acquire under this Amended and Restated Certificate of Incorporation, the bylaws of the Corporation, any statute, agreement, vote of stockholders or disinterested directors or otherwise.

The Corporation may maintain insurance, at its expense, to protect itself and any director, officer, employee or agent of the Corporation or another corporation, partnership, joint venture, trust, employee benefit plan or other enterprise against any expense, liability or loss, whether or not the Corporation would have the power to indemnify such person against such expense, liability or loss under the DGCL.

Any repeal or modification of the foregoing provisions of this Article NINTH shall not adversely affect any right or protection of a director or officer of the Corporation, or other person indemnified by the Corporation, with respect to any acts or omissions of such director, officer or other person having occurred or existing on or before the time of such repeal or modification.

NINTH

Subject to such limitations as may be from time to time imposed by other provisions of this Amended and Restated Certificate of Incorporation, by the bylaws of the Corporation, by the DGCL or other applicable law, or by any contract or agreement to which the Corporation is or may become a party, the Corporation reserves the right to amend or repeal any provision contained in this Amended and Restated Certificate of

Incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred upon stockholders herein are granted subject to this express reservation

State of Delaware
Secretary of State
Division of Corporations
Delivered 08:00 PM 05/29/2012
FILED 08:00 PM 05/29/2012
SRV 120662365 - 5146810 FILE

PENTEC HEALTHCARE INFUSIONS, INC.

CERTIFICATE OF DESIGNATIONS, PREFERENCES, RIGHTS AND LIMITATIONS OF SERIES A CONVERTIBLE PREFERRED STOCK

Pursuant to Section 151 of the General
Corporation Law of the State of Delaware

May 29, 2012

Pentec Healthcare Infusions, Inc. (hereinafter referred to as the "Corporation"), a corporation organized and existing under the General Corporation Law of the State of Delaware, in accordance with the provisions of Section 151 of the General Corporation Law of the State of Delaware, as amended, does HEREBY CERTIFY that the following resolution has been duly adopted by the Board of Directors of the Corporation:

RESOLVED, that pursuant to the authority expressly granted to and vested in the Board of Directors of the Corporation by the provisions of the Amended and Restated Certificate of Incorporation of the Corporation (the "Certificate of Incorporation"), there hereby is created, out of the One Million One Hundred Thousand (1,100,000) shares of Preferred Stock of the Corporation authorized in Article Fourth of the Certificate of Incorporation, a series of Preferred Stock of the Corporation, to be designated "Series A Convertible Preferred Stock," consisting of One Million (1,000,000) shares, which series shall have the following voting powers, designations, preferences and relative, participating, optional and other rights, and the following qualifications, limitations and restrictions (in addition to the powers, designations, preferences and relative, participating optional and other rights, and the qualifications, limitations and restrictions, set forth in the Certificate of Incorporation which are applicable to the Preferred Stock):

A. Designation and Number of Shares.

1. The designation of the series of Preferred Stock shall be "Series A Convertible Preferred Stock" (the "Series A Preferred Stock"), and the number of shares constituting the Series A Preferred Stock shall be One Million (1,000,000) shares.

2. Any share of Series A Preferred Stock which at any time has been converted or otherwise reacquired by the Corporation shall, after such conversion or other acquisition, resume the status of undesignated Preferred Stock until such share is once more designated as part of a particular series by the Board of Directors of the Corporation (the "Board").

B. Dividends.

1. General. The holders of the Series A Preferred Stock, prior and in preference to the holders of Junior Stock (as defined below), shall be entitled to receive cumulative preferential cash dividends as provided in this Section (B). Dividends on each outstanding share of Series A Preferred Stock will accrue and cumulate on a daily basis at the

rate of ten percent (10%) per annum (the "Dividend Rate") on the sum of the Original Price (as defined below) plus an amount equal to all accrued but unpaid dividends thereon from and including the date of issuance of such share of Series A Preferred Stock until the first to occur of (i) the date on which the Series A Liquidation Value is paid upon Liquidation as provided in Section (C), or (ii) the date on which the Series A Preferred Stock is converted pursuant to Section (D). Notwithstanding the foregoing, the Board may determine to declare and pay any portion of the accrued and unpaid dividends owed with respect to the outstanding shares of Series A Preferred Stock from time to time in cash, provided, that (a) the Corporation obtains the prior written consent of any lender under any credit or financing agreement with the Corporation or any of its subsidiaries which prohibits such payment, (b) the Corporation obtains the prior written consent of any stockholders required under any stockholder or similar agreement to which the Corporation is a party and which prohibits such payment, and (c) any such payment is made ratably with respect to all outstanding shares of Series A Preferred Stock.

2. Accrual of Dividends. Dividends on each share of Series A Preferred Stock provided in Section (B)1. will accrue from and including the date of issuance of such share to and including (i) the date on which the Series A Preferred Stock Liquidation Value is paid, or (ii) the date on which the shares of Series A Preferred Stock are converted, whether or not they have been declared and whether or not there are profits, surplus or other funds of the Corporation legally available for the payment of dividends. The date on which the Corporation initially issues any share of Series A Preferred Stock will be deemed to be its "date of issuance," regardless of the number of times a transfer of such share is made on the stock records maintained by or for the Corporation and regardless of the number of certificates which may be issued to evidence such share.

3. No Dividends on Junior Stock. No Distributions (as defined below) will be paid, declared or set apart with respect to the Common Stock or any other shares of any other class or series of the capital stock of the Corporation ranking on Liquidation (as defined below) junior to the Series A Preferred Stock (collectively, "Junior Stock") unless (a) the Corporation shall have received the prior written consent or affirmative vote of holders of a majority of the then issued and outstanding Series A Preferred Stock, and (b) the Corporation shall have paid or set apart for each of the holders of Series A Preferred Stock all accrued and unpaid dividends on each share of Series A Preferred Stock held by such holder that have not been compounded in accordance with this Section (B) at such time.

C. Liquidation Rights.

1. Definitions. For purposes hereof, the following definitions shall apply:

(a) "Distribution" shall mean the transfer of cash or property by the Corporation to one or more shareholders of the Corporation without consideration, whether by way of dividend or otherwise, or the purchase by the Corporation of shares of the Corporation (other than in connection with the repurchase of shares of Common Stock issued to or held by employees, consultants, officers and directors in accordance with the terms of any equity incentive plan approved by the Board) for cash or property.

(b) "Initial Series A Preferred Stock Liquidation Value" shall mean, with respect to each share of Series A Preferred Stock, an amount equal to the Original Price (as adjusted for stock splits, combinations, reclassifications, reorganizations and the like).

(c) "Liquidation" shall be deemed to be occasioned by, or to include, (i) the liquidation, dissolution or winding up of the Corporation; (ii) the acquisition of the Corporation by means of any transaction or series of related transactions (including, without limitation, (A) any reorganization, merger or consolidation or (B) any sale or other transaction involving all or substantially all of the stock of the Corporation in which the consideration is paid directly to the stockholders of the Corporation), provided that the applicable transaction shall not be deemed a Liquidation unless the Corporation's stockholders immediately prior to such transaction hold less than 50% of the voting power of the surviving or acquiring entity; or (iii) a sale of all or substantially all of the assets of the Corporation.

(d) "Original Price" shall mean $100.00.

(e) "Series A Preferred Stock Liquidation Value" shall mean, with respect to each share of Series A Preferred Stock, an amount equal to the sum of (i) the Initial Series A Preferred Stock Liquidation Value plus (ii) the amount of all accrued but unpaid dividends with respect to each share of Series A Preferred Stock.

2. Liquidation Preference.

(a) Subject to the rights of any holders of any present or future class or series of Preferred Stock which may from time to time come into existence and which are then outstanding, in the event of any Liquidation, whether voluntary or involuntary, the funds and assets of the Corporation that may be legally distributed to the Corporation's stockholders (the "Available Funds and Assets") shall be distributed to the stockholders as follows:

(i) Series A Preferred Stock Liquidation Preference. The holders of shares of Series A Preferred Stock then outstanding shall be entitled to be paid, out of the Available Funds and Assets, prior and in preference to any payment or distribution (or any setting apart of any payment or distribution) of any Available Funds and Assets on or in respect of any shares of Common Stock and on or in respect of any shares of any other class or series of the capital stock of the Corporation ranking on Liquidation junior to the Series A Preferred Stock, the greater of (A) an amount equal to (x) the number of shares of Series A Preferred Stock held by such holder, multiplied by (y) the then applicable Series A Preferred Stock Liquidation Value or (B) the amount that would be payable in such Liquidation with respect to the shares of Common Stock issuable to such holder upon the conversion of the shares of Series A Preferred Stock held by such holder had such shares of Series A Preferred Stock been converted into Common Stock immediately prior to such Liquidation (the "As-Converted Value"). If upon any Liquidation, the Available Funds and Assets shall be insufficient to permit the payment to holders of the Series A Preferred Stock their full preferential amounts described in this section, then all of the Available Funds and Assets shall be distributed among the holders of the then outstanding Series A Preferred Stock pro rata in accordance with the aggregate number of shares of Series A Preferred Stock held by each such holder.

(ii) Distribution of Remaining Available Funds and Assets. If there are any Available Funds and Assets remaining after the payment or distribution (or the setting aside for payment or distribution) to the holders of the Series A Preferred Stock of their full preferential amount described above in subsection 2(a)(i)(A), then all remaining Available Funds and Assets shall be distributed among the holders of the then outstanding Common Stock pro rata, in accordance with the aggregate number of shares of Common Stock held by each such holder (and, for the avoidance of doubt, the holders of Series A Preferred Stock shall have no right to participate therein except as set forth in subpart (iii) below).

(iii) Deemed Participation with Common Stock. If upon any Liquidation, the holders of the Series A Preferred Stock will receive the As-Converted Value as described above in subsection 2(a)(i)(B), then all Available Funds and Assets shall be distributed among the holders of the then outstanding Series A Preferred Stock and Common Stock pro rata, in accordance with the aggregate number of shares of Common Stock (i) held by each holder of then outstanding Common Stock and (ii) issuable to each holder of Series A Preferred Stock upon the conversion of the shares of Series A Preferred Stock into Common Stock immediately prior to such Liquidation.

(b) If any assets of the Corporation distributed to stockholders of the Corporation in connection with any Liquidation is other than cash, then the value of such assets shall be their fair market value as determined by the Board, except that any securities to be distributed to stockholders in a Liquidation of the Corporation shall be valued as follows:

(i) if the securities are then traded on a national securities exchange or the Nasdaq Stock Market (or a similar national quotation system), then the value shall be deemed to be the average of the closing prices of the securities on such exchange or system over the 30-day period ending three (3) days prior to the distribution; and

(ii) if actively traded over-the-counter, then the value shall be deemed to be the average of the closing bid prices over the 30-day period ending three (3) days prior to the distribution; and

(iii) if there is no active public market, then the value shall be the fair market value thereof, as determined in good faith by the Board.

D. Conversion Rights.

1. Definitions. For purposes hereof, the following definitions shall apply:

(a) "Calculated Securities" shall mean (i) all shares of Common Stock then outstanding; and (ii) all shares of Common Stock issuable upon conversion of the then outstanding Preferred Stock (without giving effect to any adjustments to the conversion price of any series of Preferred Stock as a result of the issuance pursuant to which such determination is being made pursuant to subsection 4(c)(i) below).

(b) "Convertible Securities" shall mean any bonds, debentures, notes or other evidences of indebtedness, and any warrants, shares or any other securities convertible into, exercisable for, or exchangeable for Common Stock, including the Series A Preferred Stock.

(c) "Series A Conversion Price" shall initially be $100.00, and shall be subject to adjustment as provided herein.

2. Optional Conversion.

(a) Right to Convert. Each share of Series A Preferred Stock shall be convertible, at the option of the holder thereof, at any time after the date of issuance of such share at the office of the Corporation or any transfer agent for the Series A Preferred Stock. Each share of Series A Preferred Stock shall be convertible into that number of fully-paid and nonassessable shares of Common Stock that is equal to (i) the Series A Preferred Stock Liquidation Value as of such date, divided by (ii) the Series A Conversion Price.

(b) Mechanics of Optional Conversion.

(i) Before any holder of Series A Preferred Stock shall be entitled to convert the same into full shares of Common Stock, and to receive certificates therefor, he shall surrender the Series A Preferred Stock certificate or certificates, duly endorsed, at the office of the Corporation, of any transfer agent for the Series A Preferred Stock or of such other person as the Corporation may designate, and shall give written notice to the Corporation or such other person as designated by the Corporation at such office that such holder elects to convert such shares.

(ii) The Corporation shall, as soon as practicable after delivery of the Series A Preferred Stock certificates, issue and deliver at such office to such holder of Series A Preferred Stock, a certificate or certificates for the number of shares of Common Stock to which he shall be entitled and a check payable to the holder in the amount of any declared but unpaid Distributions on the converted Series A Preferred Stock. Such conversion shall be deemed to have been made immediately prior to the close of business on the date of such surrender of the shares of Series A Preferred Stock to be converted, and the person or persons entitled to receive the shares of Common Stock issuable upon such conversion shall be treated for all purposes as the record holder or holders of such shares of Common Stock on such date.

3. Mandatory Conversion.

(a) Requirement to Convert. The Corporation shall have the right, at its option, to cause some or all shares of Series A Preferred Stock to be automatically converted at any time after the date of issuance of such share. Each share of Series A Preferred Stock shall be convertible into that number of fully-paid and nonassessable shares of Common Stock that is equal to (i) the Series A Preferred Stock Liquidation Value as of such date, divided by (ii) the Series A Conversion Price. In case of any conversion of part of the shares of Series A

Preferred Stock at the time outstanding, the shares to be so converted shall be selected pro rata from among the holders thereof.

(b) Mechanics of Mandatory Conversion.

(i) Notice of every conversion of shares of Series A Preferred Stock pursuant to subsection 3(a) shall be given by fax, email or first class mail to the holders of the shares of Series A Preferred Stock to be converted. Such notice shall be given at least two (2) business days and not more than sixty (60) calendar days before the date fixed by the Corporation for the conversion (the "Mandatory Conversion Date"). The notice of a mandatory conversion (the "Conversion Notice") shall state: (A) the Mandatory Conversion Date; (B) the number of shares of Common Stock to be issued upon conversion of each share of Series A Preferred Stock; (C) the number of shares of Series A Preferred Stock to be converted; (D) the Series A Conversion Price; and (E) the place or places where certificates for such shares of Series A Preferred Stock are to be surrendered.

(ii) The Corporation shall, as soon as practicable after the Mandatory Conversion Date, issue and deliver at such place as designated in the Conversion Notice to each holder of Series A Preferred Stock, (A) a certificate or certificates for the number of shares of Common Stock to which such holder shall be entitled, (B) if less than the number of shares of Series A Preferred Stock evidenced by the surrendered certificate or certificates are being converted, a new certificate or certificates, of like tenor, for the number of shares evidenced by such surrendered certificate or certificates less the number of shares converted and (C) a check payable to such holder in the amount of any declared but unpaid Distributions on the converted Series A Preferred Stock. Such conversion shall be deemed to have been made immediately prior to the close of business on the Mandatory Conversion Date, and the person or persons entitled to receive the shares of Common Stock issuable upon such conversion shall be treated for all purposes as the record holder or holders of such shares of Common Stock on such date.

4. Adjustments to Series A Conversion Price.

(a) Adjustments for Subdivisions or Combinations of Common Stock. After the date of the filing of this Certificate of Designations, if the outstanding shares of Common Stock shall be subdivided (by stock split, stock dividend or otherwise), into a greater number of shares of Common Stock, the Series A Conversion Price in effect immediately prior to such subdivision shall, concurrently with the effectiveness of such subdivision, be proportionately decreased so that the holder of shares of Series A Preferred Stock thereafter converted would receive the number of shares of Common Stock which it would have received immediately following such subdivision if such holder had converted such shares of Series A Preferred Stock immediately prior to such subdivision. After the date of the filing of this Certificate of Designations, if the outstanding shares of Common Stock shall be combined (by reclassification or otherwise) into a lesser number of shares of Common Stock, the Series A Conversion Price in effect immediately prior to such combination shall, concurrently with the effectiveness of such combination, be proportionately increased so that the holder of shares of Series A Preferred Stock thereafter converted would receive the number of shares of Common

Stock which it would have received immediately following such combination if such holder had converted such shares of Series A Preferred Stock immediately prior to such combination.

(b) Adjustments for Reclassification, Exchange and Substitution. If the Common Stock issuable upon conversion of the Series A Preferred Stock shall be changed into the same or a different number of shares of any other class or classes of stock, whether by capital reorganization, reclassification or otherwise (other than a subdivision or combination of shares provided for above), the Series A Conversion Price then in effect shall, concurrently with the effectiveness of such reorganization or reclassification, be proportionately adjusted such that the Series A Preferred Stock shall be convertible into, in lieu of the number of shares of Common Stock which the holders would otherwise have been entitled to receive, a number of shares of such other class or classes of stock equivalent to the number of shares of Common Stock that would have been subject to receipt by the holders upon conversion of the Series A Preferred Stock immediately before that change.

(c) Adjustments for Dilutive Issuances.

(i) After the date of the filing of this Certificate of Designations, if the Corporation shall issue or sell any shares of Common Stock (as actually issued or, pursuant to paragraph (iii) below, deemed to be issued) without consideration, or for a consideration per share less than the Series A Conversion Price in effect immediately prior to such issue or sale, then immediately upon such issue or sale the Series A Conversion Price shall be reduced to a price (calculated to the nearest 100th of a cent) determined by multiplying such prior Series A Conversion Price by a fraction, the numerator of which shall be the number of shares of Calculated Securities outstanding immediately prior to such issue or sale plus the number of shares of Common Stock which the aggregate consideration received by the Corporation for the total number of shares of Common Stock so issued or sold would purchase at such prior Series A Conversion Price, and the denominator of which shall be the number of shares of Calculated Securities outstanding immediately prior to such issue or sale plus the number of shares of Common Stock so issued or sold.

(ii) For the purposes of subsection 4(c)(i) above and subsection 4(c)(iii) below, none of the following issuances shall be considered the issuance or sale of Common Stock or Convertible Securities:

(A) the issuance of any Common Stock or Convertible Securities which results in an adjustment to the Series A Conversion Price pursuant to subsections 4(a) or 4(b) above;

(B) the issuance of Convertible Securities or shares of Common Stock to any employee, officer, director or consultant of the Corporation pursuant to any equity incentive plan approved by the Board;

(C) the issuance of shares of Common Stock upon the conversion of any then-outstanding Convertible Securities;

(D) the issuance of any Common Stock or Convertible Securities as a dividend on the Corporation's capital stock; or

(E) the issuance of any Common Stock or Convertible Securities in connection with the acquisition of another business by the Corporation by merger, purchase of substantially all of the assets or shares of such business or other reorganization resulting in the ownership by the Corporation of not less than a majority of the voting power of such business.

(iii) For the purposes of subsection 4(c)(i) above, the following provisions (A) and (B) shall apply:

(A) In case at any time the Corporation shall issue or sell any Convertible Securities, whether or not the rights to exchange or convert thereunder are immediately exercisable, and the price per share for which Common Stock is issuable upon such conversion or exchange (determined by dividing (x) the total amount received or receivable by the Corporation as consideration for the issue or sale of such Convertible Securities, plus the minimum aggregate amount of additional consideration, if any, payable to the Corporation upon the conversion or exchange thereof, by (y) the total maximum number of shares of Common Stock issuable upon the conversion or exchange of all such Convertible Securities) shall be less than the Series A Conversion Price in effect immediately prior to the time of such issue or sale, then the total maximum number of shares of Common Stock issuable upon conversion or exchange of such Convertible Securities shall (as of the date of the issue or sale of such Convertible Securities) be deemed to be outstanding and to have been issued for such price per share. Notwithstanding the foregoing, if all of the Common Stock deliverable upon the conversion, exchange or exercise of such Convertible Securities has not been issued when such Convertible Securities are no longer outstanding, then the Series A Conversion Price shall promptly be readjusted to the Series A Conversion Price which would then be in effect had the adjustment upon the issuance of such Convertible Securities been made on the basis of the actual number of shares of Common Stock issued upon the conversion, exchange or exercise of such Convertible Securities.

(B) In case at any time any shares of Common Stock or Convertible Securities or any rights or options to purchase any such Common Stock or Convertible Securities shall be issued or sold for cash, the consideration received therefor shall be deemed to be the amount received by the Corporation therefor. In case any shares of Common Stock or Convertible Securities or any rights or options to purchase any such Common Stock or Convertible Securities shall be issued or sold for a consideration other than cash, the amount of the consideration other than cash received by the Corporation shall be deemed to be the fair value of such consideration as determined by the Board in good faith.

(d) Adjustment for Cash Dividends and Distributions. If the Corporation shall, by dividend or otherwise, distribute to holders of its Common Stock a payment of cash (excluding any dividend or distribution in connection with a Liquidation or a merger or a consolidation of the Corporation), then the Series A Conversion Price will be adjusted by subtracting from the Series A Conversion Price in effect immediately prior to the close of business on the record date for such distribution the amount of such distribution. Such

adjustment will become effective immediately prior to the opening of business on the day following the date on which the distribution is paid; provided, however, that no such adjustment shall be made if the holders of Series A Preferred Stock simultaneously receive a dividend or distribution as they would have received if all outstanding shares of Series A Preferred Stock had been converted into Common Stock on the date of such event. In the event that such dividend or distribution is not so paid or made, the Series A Conversion Price shall again be adjusted to be the Series A Conversion Price that would then be in effect if such dividend or other distribution had not been declared.

(e) Adjustment for Certain Dividends and Distributions. In the event the Corporation at any time or from time to time after the date of the filing of this Certificate of Designations shall make or issue, or fix a record date for the determination of holders of Common Stock entitled to receive, a dividend or other distribution payable on the Common Stock in additional shares of Common Stock, then and in each such event the Series A Conversion Price in effect immediately before such event shall be decreased as of the time of such issuance or, in the event such a record date shall have been fixed, as of the close of business on such record date, by multiplying the Series A Conversion Price then in effect by a fraction:

(i) the numerator of which shall be the total number of shares of Common Stock issued and outstanding immediately prior to the time of such issuance or the close of business on such record date, and

(ii) the denominator of which shall be the total number of shares of Common Stock issued and outstanding immediately prior to the time of such issuance or the close of business on such record date plus the number of shares of Common Stock issuable in payment of such dividend or distribution.

Such adjustment will become effective immediately prior to the opening of business on the day following the date on which the distribution is paid; provided, however, that no such adjustment shall be made if the holders of Series A Preferred Stock simultaneously receive (i) a dividend or other distribution of shares of Common Stock in a number equal to the number of shares of Common Stock as they would have received if all outstanding shares of Series A Preferred Stock had been converted into Common Stock on the date of such event or (ii) a dividend or other distribution of shares of Series A Preferred Stock which are convertible, as of the date of such event, into such number of shares of Common Stock as is equal to the number of additional shares of Common Stock being issued with respect to each share of Common Stock in such dividend or distribution.

(f) Adjustments for Other Dividends and Distributions. In the event the Corporation at any time or from time to time after the date of the filing of this Certificate of Designations shall make or issue, or fix a record date for the determination of holders of capital stock of the Corporation entitled to receive, a dividend or other distribution payable in securities of the Corporation (other than a distribution of shares of Common Stock in respect of outstanding shares of Common Stock) or in other property and the provisions of subsection 4(d) or 4(e) do not apply to such dividend or distribution, then and in each such event the holders of Series A Preferred shall receive, simultaneously with the distribution to the holders of such capital stock, a dividend or other distribution of such securities or other property

in an amount equal to the amount of such securities or other property as they would have received if all outstanding shares of Series A Preferred had been converted into Common Stock on the date of such event. Such adjustment will become effective immediately prior to the opening of business on the day following the date on which the distribution is paid; provided, however, that no such adjustment shall be made if the holders of Series A Preferred Stock simultaneously receive (i) a dividend or other distribution of such securities or other property equal to amount of securities or other property as they would have received if all outstanding shares of Series A Preferred Stock had been converted into Common Stock on the date of such event.

5. No Impairment. The Corporation will not, by amendment of its Certificate of Incorporation or through any reorganization, transfer of assets, consolidation, merger, dissolution, issue or sale of securities or any other voluntary action, avoid or seek to avoid the observance or performance of any of the terms to be observed or performed hereunder by the Corporation, but will at all times in good faith assist in carrying out of all the provision of this Section (D) and in the taking of all such action as may be necessary or appropriate in order to protect the conversion rights of the holders of the Series A Preferred Stock against impairment.

6. Certificate of Adjustments. Upon the occurrence of each adjustment of the Series A Conversion Price pursuant to this Section (D), the Corporation at its expense shall promptly compute such adjustment and furnish to each holder of Series A Preferred Stock a certificate setting forth such adjustment and showing in detail the facts upon which such adjustment is based. The Corporation shall, upon the written request at any time of any holder of Series A Preferred Stock, furnish to such holder a like certificate setting forth (a) any and all adjustments made to the Series A Preferred Stock since the date of the filing of this Certificate of Designation, (b) the Series A Conversion Price at the time in effect, and (c) the number of shares of Common Stock and the amount, if any, of other property which at the time would be received upon the conversion of Series A Preferred Stock.

7. Reservation of Stock Issuable Upon Conversion. The Corporation shall at all times reserve and keep available out of its authorized but unissued shares of Common Stock, solely for the purpose of effecting the conversion of the shares of the Series A Preferred Stock, such number of its shares of Common Stock as shall from time to time be sufficient to effect the conversion of all then outstanding shares of the Series A Preferred Stock; and if at any time the number of authorized but unissued shares of Common Stock shall not be sufficient to effect the conversion of all then outstanding shares of the Series A Preferred Stock, the Corporation will take such corporate action as may, in the opinion of its counsel, be necessary to increase its authorized but unissued shares of Common Stock to such number of shares as shall be sufficient for such purpose.

E. Redemption. The Series A Preferred Stock is not redeemable.

F. Voting Rights. Except as otherwise expressly provided herein or as required by law, the holders of Series A Preferred Stock and the holders of Common Stock shall vote together and not as separate classes. Each holder of shares of Series A Preferred Stock shall be entitled to the number of votes equal to the number of shares of Common Stock into which

such shares of Series A Preferred Stock held by such holder of Preferred Stock could then be converted.

G. Amendments. Notwithstanding Section (F) above, in addition to any other vote required by law, and subject in all events to any contractual obligations binding on the Corporation, the affirmative vote (by vote or written consent as provided by law) of more than 50% of the Series A Preferred Stock then outstanding, voting together as a single, separate class, shall be required to: (a) amend this Certificate of Designations, the Certificate of Incorporation or the bylaws of the Corporation (directly or indirectly by merger, operation of law or otherwise) in any way that changes the rights, privileges or preferences expressly afforded the Series A Preferred Stock; (b) effect a merger, business combination, or other corporate transaction or series of related transactions pursuant to which the rights, preferences or privileges of the Series A Preferred Stock will be changed in any way or pursuant to which the Series A Preferred Stock will be exchanged for new securities with different rights, preferences, privileges or preferences; (c) increase or decrease the number of shares of Preferred Stock that the Corporation shall have the authority to issue, or effect a merger, business combination, or other corporate transaction or series of related transactions pursuant to which the number of shares of Preferred Stock that the Corporation or a successor corporation shall have the authority to issue shall be increased or decreased; (d) create or issue any securities of the Corporation having rights, preferences or privileges which are senior to, or *pari passu* with, any of the rights of any of the Series A Preferred Stock; or (e) effect a merger, business combination, or other corporate transaction or series of related transactions pursuant to which the Corporation or a successor corporation will have authorized any securities having rights, preferences, privileges or preferences which are senior to, or *pari passu* with, the rights of any of the Series A Preferred Stock.

[*Signature page follows*]

IN WITNESS WHEREOF, the Corporation has caused this certificate to be signed and attested as of the date as set forth above.

PENTEC HEALTHCARE INFUSIONS, INC.

By: _____
Name: Tim Kuehl
Title: President

Tab G-9F

Appendix G, Question 9

Bylaws of Pentec Healthcare Infusions, Inc. (Attached)

AMENDED AND RESTATED BYLAWS

OF

PENTEC HEALTHCARE INFUSIONS, INC.

(a Delaware corporation)

Adopted as of June 1, 2012

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AMENDED AND RESTATED BYLAWS

OF

PENTEC HEALTHCARE INFUSIONS, INC.
(a Delaware corporation)

Adopted as of June 1, 2012

ARTICLE I.
IDENTIFICATION; OFFICES

Section 1. NAME. The name of the corporation is Pentec Healthcare Infusions, Inc. (the "Corporation").

Section 2. PRINCIPAL AND BUSINESS OFFICES. The Corporation may have such principal and other business offices, either within or outside of the state of Delaware, as the Board of Directors may designate or as the Corporation's business may require from time to time.

Section 3. REGISTERED AGENT AND OFFICE. The Corporation's registered agent and registered office in the State of Delaware shall be set forth in the Certificate of Incorporation.

Section 4. PLACE OF KEEPING CORPORATE RECORDS. The records and documents required by law to be kept by the Corporation permanently shall be kept at the Corporation's principal office.

ARTICLE II.
STOCKHOLDERS

Section 1. ANNUAL MEETING. An annual meeting of the stockholders shall be held on such date as may be determined by resolution of the Board of Directors. At each annual meeting, the stockholders shall elect directors to hold office for the term provided in Section 1 of Article III of these Amended and Restated Bylaws.

Section 2. SPECIAL MEETING. A special meeting of the stockholders may be called by the Board of Directors, by such other officers or persons as the Board of Directors may designate or by one or more stockholders holding shares in the aggregate entitled to cast not less than 50% of the votes at any such meeting.

Section 3. PLACE OF STOCKHOLDER MEETINGS. The Board of Directors may designate any place, either within or without the State of Delaware, as the place of meeting for any annual meeting or for any special meeting. If no such place is designated by the Board of Directors, the place of meeting will be the principal business office of the Corporation or the Board of Directors may, in its sole discretion, determine that the meeting shall not be held at any

place, but will instead be held solely by means of remote communication as provided under Section 211 of the Delaware General Corporation Law.

Section 4. NOTICE OF MEETINGS. Unless waived as herein provided, whenever stockholders are required or permitted to take any action at a meeting, written notice of the meeting shall be given stating the place, if any, date and hour of the meeting, the means of remote communications, if any, by which stockholders may be deemed to be present in person and vote at such meeting and, in the case of a special meeting, the purpose or purposes for which the meeting is called. Such written notice shall be given not less than ten (10) days nor more than sixty (60) days before the date of the meeting to each stockholder entitled to vote at the meeting. If mailed, notice is given when deposited in the United States mail, postage prepaid, directed to the stockholder at the stockholder's address as it appears on the records of the Corporation. If electronically transmitted, then notice is deemed given when transmitted and directed to a facsimile number or electronic mail address at which the stockholder has consented to receive notice. An affidavit of the secretary or of the transfer agent or other agent of the Corporation that the notice has been given by a form of electronic transmission shall, in the absence of fraud, be *prima facie* evidence of the facts stated therein.

When a meeting is adjourned to reconvene at the same or another place, if any, or by means of remote communications, if any, in accordance with Section 5 of Article II of these Amended and Restated Bylaws, notice need not be given of the adjourned meeting if the time and place thereof are announced at the meeting at which the adjournment is taken.

Section 5. QUORUM AND ADJOURNED MEETINGS. Unless otherwise provided by law or the Corporation's Certificate of Incorporation, a majority of the voting power of the shares entitled to vote, present in person or represented by proxy, shall constitute a quorum at a meeting of stockholders. If a quorum is present in person or represented by proxy at such meeting, the stockholders present may continue to transact business until adjournment, notwithstanding the withdrawal of holders of shares with such voting power as may leave less than a quorum. If less than a majority of the voting power of the shares entitled to vote at a meeting of stockholders is present in person or represented by proxy at such meeting, a majority of the voting power of the shares so represented may adjourn the meeting from time to time, to reconvene at the same or another place, if any, or by means of remote communications, if any, by which stockholders and proxy holders may be deemed to be present in person and vote at such meeting, and notice need not be given of any such adjourned meeting if the time, date, place, if any, thereof, and the means of remote communications, if any, by which stockholders and proxy holders may be deemed to be present in person and vote at such adjourned meeting are announced at the meeting at which the adjournment is taken; provided, however, that if the adjournment is for more than thirty (30) days a notice of the adjourned meeting shall be given to each stockholder of record entitled to vote at the meeting. At the adjourned meeting the Corporation may transact any business that might have been transacted at the original meeting.

Section 6. FIXING OF RECORD DATE.

(a) For the purpose of determining stockholders entitled to notice of or to vote at any meeting of stockholders or any adjournment thereof, the Board of Directors may fix a record date, which record date shall not precede the date upon which the resolution fixing the record

date is adopted by the Board of Directors, and which record date shall not be more than sixty (60) days nor less than ten (10) days before the date of such meeting. If no record date is fixed by the Board of Directors, the record date for determining stockholders entitled to notice of or to vote at a meeting of stockholders shall be at the close of business on the day next preceding the day on which notice is given, or, if notice is waived, at the close of business on the day next preceding the day on which the meeting is held. A determination of stockholders of record entitled to notice of or to vote at a meeting of stockholders shall apply to any adjournment of the meeting; provided, however, that the Board of Directors may fix a new record date for the adjourned meeting.

(b) For the purpose of determining stockholders entitled to consent to corporate action in writing without a meeting, the Board of Directors may fix a record date, which record date shall not precede the date upon which the resolution fixing the record date is established by the Board of Directors, and which date shall not be more than ten (10) days after the date on which the resolution fixing the record date is adopted by the Board of Directors. If no record date has been fixed by the Board of Directors, the record date for determining stockholders entitled to consent to corporate action in writing without a meeting, when no prior action by the Board of Directors is required by law, shall be the first date on which a signed written consent setting forth the action taken or proposed to be taken is delivered to the Corporation by delivery to its registered office in the State of Delaware, its principal office, or an officer or agent of the Corporation having custody of the book in which the proceedings of meetings of stockholders are recorded. Delivery to the Corporation's registered office shall be by hand or by certified or registered mail, return receipt requested. If no record date has been fixed by the Board of Directors and prior action by the Board of Directors is required by law, the record date for determining stockholders' consent to corporate action in writing without a meeting shall be the close of business on the day on which the Board of Directors adopts the resolution taking such prior action.

(c) For the purpose of determining the stockholders entitled to receive payment of any dividend or other distribution or allotment of any rights or the stockholders entitled to exercise any rights in respect to any change, conversion or exchange of stock, or for the purpose of any other lawful action, the Board of Directors may fix the record date, which record date shall not precede the date upon which the resolution fixing the record date is adopted, and which record date shall be not more than sixty (60) days prior to such action. If no record date is fixed, the record date for determining the stockholders for any such purpose shall be the close of business on the day on which the Board of Directors adopts the resolution relating thereto.

Section 7. VOTING. Unless otherwise provided by the Certificate of Incorporation, each stockholder shall be entitled to one vote for each share of capital stock held by each stockholder. In all matters other than the election of directors, the affirmative vote of the majority of the voting power of the shares present in person or represented by proxy at the meeting and entitled to vote on the subject matter shall be the act of the stockholders. Directors shall be elected by plurality of the votes cast by the holders of the shares present in person or represented by a proxy at a meeting at which a quorum is present entitled to vote on the election of directors. Abstentions and broker nonvotes, if any, shall not be deemed votes cast.

Section 8. PROXIES. Each stockholder entitled to vote at a meeting of stockholders or to express consent or dissent to corporate action in writing without a meeting may authorize another person or persons to act for him by proxy, but no such proxy shall be voted or acted upon after three (3) years from its date, unless the proxy provides for a longer period. A duly executed proxy shall be irrevocable if it states that it is irrevocable and if, and only as long as, it is coupled with an interest sufficient in law to support an irrevocable power. A proxy may remain irrevocable regardless of whether the interest with which it is coupled is an interest in the stock itself or an interest in the Corporation generally.

Section 9. RATIFICATION OF ACTS OF DIRECTORS AND OFFICERS. Except as otherwise provided by law or by the Certificate of Incorporation of the Corporation, any transaction or contract or act of the Corporation or of the directors or the officers of the Corporation may be ratified by the affirmative vote of the holders of the number of shares which would have been necessary to approve such transaction, contract or act at a meeting of stockholders, or by the written consent of stockholders in lieu of a meeting.

Section 10. INFORMAL ACTION OF STOCKHOLDERS. Any action required to be taken at any annual or special meeting of stockholders of the Corporation, or any action which may be taken at any annual or special meeting of such stockholders, may be taken without a meeting, without prior notice and without a vote, if a consent or consents in writing, setting forth the action so taken, shall be delivered to the Corporation by the holders of outstanding stock having not less than the minimum number of votes that would be necessary to authorize or take such action at a meeting at which all shares entitled to vote thereon were present and voted. Prompt notice of the taking of the corporate action without a meeting by less than unanimous consent shall be given to those stockholders who have not consented in writing. In the event that the action which is consented to is such as would have required the filing of a certificate with any governmental body, if such action had been voted on by stockholders at a meeting thereof, the certificate filed shall state, in lieu of any statement required by law concerning any vote of stockholders, that consent had been given in accordance with the provisions of Section 228 of the Delaware General Corporation Law, and that notice has been given as provided in such section.

A telegram, cablegram or other electronic transmission consenting to an action to be taken and transmitted by a stockholder or proxy holder, or by a person or persons authorized to act for a stockholder or proxy holder, shall be deemed to be written, signed and dated for the purposes of this section, provided that any such telegram, cablegram or other electronic transmission sets forth or is delivered with information from which the Corporation can determine that the telegram, cablegram or other electronic transmission was transmitted by the stockholder or proxy holder or by a person or persons authorized to act for the stockholder or proxy holder and the date on which such stockholder or proxy holder or authorized person or persons transmitted such telegram, cablegram or electronic transmission. The date on which such telegram, cablegram or electronic transmission is transmitted shall be deemed to be the date on which such consent was signed. No consent given by telegram, cablegram or other electronic transmission shall be deemed to have been delivered until such consent is reproduced in paper form and until such paper form shall be delivered to the Corporation by delivery to its principal place of business or to an officer or agent of the Corporation having custody of the book in which the proceedings of meetings of stockholders are recorded. Any copy, facsimile or other reliable reproduction of a consent in writing may be substituted or used in lieu of the original

writing for any and all purposes for which the original writing could be used, provided that such copy, facsimile or other reproduction shall be a complete reproduction of the entire original writing.

Section 11. ORGANIZATION. Such person as the Board of Directors may designate or, in the absence of such a designation, the president of the Corporation or, in his or her absence, such person as may be chosen by the holders of a majority of the shares entitled to vote who are present, in person or by proxy, shall call to order any meeting of the stockholders and act as chairman of such meeting. In the absence of the secretary of the Corporation, the chairman of the meeting shall appoint a person to serve as secretary at the meeting.

ARTICLE III.
DIRECTORS

Section 1. NUMBER AND TENURE OF DIRECTORS. The number of directors of the Corporation shall be determined from time to time by resolution of the Board. Each director shall hold office until such director's successor is elected and qualified or until such director's earlier resignation or removal. Any director may resign at any time upon written notice to the Corporation.

Section 2. ELECTION OF DIRECTORS. Except as otherwise provided in these Amended and Restated Bylaws, directors shall be elected at the annual meeting of stockholders. Directors need not be residents of the State of Delaware. Elections of directors need not be by written ballot.

Section 3. SPECIAL MEETINGS. Special meetings of the Board of Directors may be called by or at the request of at least two (2) directors. The person or persons authorized to call special meetings of the Board of Directors may fix any time, date or place, either within or without the State of Delaware, for holding any special meeting of the Board of Directors called by them.

Section 4. NOTICE OF SPECIAL MEETINGS OF THE BOARD OF DIRECTORS. Notice of any special meeting of the Board of Directors shall be given, orally or in writing, by the person or persons calling the meeting to all directors at least one (1) day previous thereto. If mailed, such notice shall be deemed to be delivered when deposited in the United States Mail so addressed, with first-class postage thereon prepaid. If sent by any other means (including facsimile, courier, electronic mail or express mail, etc.), such notice shall be deemed to be delivered when actually delivered to the home or business address, electronic address or facsimile number of the director.

Section 5. QUORUM. A majority of the total number of directors fixed by the board as provided in Section 1 of Article III of these Amended and Restated Bylaws shall constitute a quorum for the transaction of business. If less than a majority of the directors are present at a meeting of the Board of Directors, a majority of the directors present may adjourn the meeting from time to time without further notice.

Section 6. VOTING. The vote of the majority of the directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, unless the Delaware General Corporation Law or the Certificate of Incorporation requires a vote of a greater number.

Section 7. VACANCIES. Vacancies in the Board of Directors may be filled by a majority vote of the Board of Directors or by an election either at an annual meeting or at a special meeting of the stockholders called for that purpose. Any directors elected by the stockholders to fill a vacancy shall hold office for the balance of the term for which he or she was elected. A director appointed by the Board of Directors to fill a vacancy shall serve until the next meeting of stockholders at which directors are elected.

Section 8. REMOVAL OF DIRECTORS. A director, or the entire Board of Directors, may be removed, with or without cause, by the holders of a majority of the shares then entitled to vote at an election of directors.

Section 9. WRITTEN ACTION BY DIRECTORS. Unless otherwise restricted by the Certificate of Incorporation or these Amended and Restated Bylaws, any action required or permitted to be taken at any meeting of the Board of Directors, or of any committee thereof, may be taken without a meeting if all members of the Board of Directors or committee, as the case may be, consent thereto in writing, and the writing or writings are filed with the minutes of proceedings of the Board of Directors or committee. Without limiting the manner by which consent may be given, members of the Board of Directors may consent by delivery of an electronic transmission when such transmission is directed to a facsimile number or electronic mail address at which the Corporation has consented to receive such electronic transmissions, and copies of the electronic transmissions are filed with the minutes of proceedings of the Board of Directors or committee. Such filing shall be in paper form if the minutes are maintained in paper form and shall be in electronic form if the minutes are maintained in electronic form.

Section 10. PARTICIPATION BY CONFERENCE TELEPHONE. Members of the Board of Directors, or any committee designated by such board, may participate in a meeting of the Board of Directors, or committee thereof, by means of conference telephone or similar communications equipment as long as all persons participating in the meeting can speak with and hear each other, and participation by a director pursuant to this Section 3.10 shall constitute presence in person at such meeting.

Section 11. COMPENSATION OF DIRECTORS. Unless otherwise restricted by the Certificate of Incorporation or these Amended and Restated Bylaws, the Board of Directors shall have the authority to fix the compensation of directors. The directors may be paid their expenses, if any, of attendance at each meeting of the Board of Directors and may be paid a fixed sum for attendance at each meeting of the Board of Directors or a stated salary as director. No such payment shall preclude any director from serving the Corporation in any other capacity and receiving compensation therefore. Members of special or standing committees may be allowed like compensation for attending committee meetings.

ARTICLE IV.
WAIVER OF NOTICE

Section 1. WRITTEN WAIVER OF NOTICE. A written waiver of any required notice, signed by or electronically transmitted by the person entitled to notice, whether before or after the date stated therein, shall be deemed equivalent to notice. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of stockholders, directors or members of a committee of directors need be specified in any written waiver of notice.

Section 2. ATTENDANCE AS WAIVER OF NOTICE. Attendance of a person at a meeting shall constitute a waiver of notice of such meeting, except when the person attends a meeting for the express purpose of objecting at the beginning of the meeting, and objects, to the transaction of any business because the meeting is not lawfully called or convened.

ARTICLE V.
COMMITTEES

Section 1. GENERAL PROVISIONS. The Board of Directors may designate one or more committees, each committee to consist of one or more of the directors of the Corporation. The Board may designate one or more directors as alternate members of any committee, who may replace any absent or disqualified member at any meeting of the committee. In the absence or disqualification of a member at any meeting of a committee, the member or members thereof present at any meeting and not disqualified from voting, whether or not such member or members constitute a quorum, may unanimously appoint another member of the Board of Directors to act at the meeting in the place of any such absent or disqualified member. Any such committee, to the extent provided in the resolution of the Board of Directors, shall have and may exercise all the powers and authority of the Board of Directors in the management of the business and affairs of the Corporation, and may authorize the seal of the Corporation to be affixed to all papers which may require it, but no such committee shall have the power or authority in reference to the following matters: (i) approving or adopting, or recommending to the stockholders, any action or matter (other than the election or removal of directors) expressly required by law to be submitted to stockholders for approval or (ii) adopting, amending or repealing these Amended and Restated Bylaws.

ARTICLE VI.
OFFICERS

Section 1. GENERAL PROVISIONS. The Board of Directors shall elect a President and a Secretary of the Corporation. The Board of Directors may also elect a Chairman of the Board, one or more Vice Chairmen of the Board, one or more Vice Presidents, a Treasurer, one or more Assistant Secretaries and Assistant Treasurers and such additional officers as the Board of Directors may deem necessary or appropriate from time to time. Any two or more offices may be held by the same person. The officers elected by the Board of Directors shall have such duties as are hereafter described and such additional duties as the Board of Directors may from time to time prescribe.

Section 2. ELECTION AND TERM OF OFFICE. The officers of the Corporation shall be elected annually by the Board of Directors at the regular meeting of the Board of Directors held after each annual meeting of the stockholders. If the election of officers is not held at such meeting, such election shall be held as soon thereafter as may be convenient. New offices of the Corporation may be created and filled and vacancies in offices may be filled at any time, at a meeting or by the written consent of the Board of Directors. Unless removed pursuant to Section 3 of Article VI of these Amended and Restated Bylaws, each officer shall hold office until his successor has been duly elected and qualified, or until his earlier death or resignation. Election or appointment of an officer or agent shall not of itself create contract rights.

Section 3. REMOVAL OF OFFICERS. Any officer or agent elected or appointed by the Board of Directors may be removed by the Board of Directors whenever, in its judgment, the best interests of the Corporation would be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the person(s) so removed.

Section 4. THE CHIEF EXECUTIVE OFFICER. The Board of Directors shall designate whether the Chairman of the Board, if one shall have been chosen, the President or another individual shall be the Chief Executive Officer of the Corporation. If a Chairman of the Board or another individual has not been chosen, or if a Chairman of the Board has been chosen but not designated Chief Executive Officer, then the President shall be the Chief Executive Officer of the Corporation. The Chief Executive Officer shall be the principal executive officer of the Corporation and shall in general supervise and control all of the business and affairs of the Corporation, unless otherwise provided by the Board of Directors. The Chief Executive Officer shall preside at all meetings of the stockholders and of the Board of Directors and shall see that orders and resolutions of the Board of Directors are carried into effect. The Chief Executive Officer may sign bonds, mortgages, certificates for shares and all other contracts and documents whether or not under the seal of the Corporation except in cases where the signing and execution thereof shall be expressly delegated by law, by the Board of Directors or by these Amended and Restated Bylaws to some other officer or agent of the Corporation. The Chief Executive Officer shall have general powers of supervision and shall be the final arbiter of all differences between officers of the Corporation and his decision as to any matter affecting the Corporation shall be final and binding as between the officers of the Corporation subject only to the Board of Directors.

Section 5. THE PRESIDENT. In the absence of the Chief Executive Officer or in the event of his inability or refusal to act, if the Chairman of the Board or another individual has not been designated Chief Executive Officer, the President shall perform the duties of the Chief Executive Officer, and when so acting, shall have all the powers of and be subject to all the restrictions upon the Chief Executive Officer. At all other times the President shall have the active management of the business of the Corporation under the general supervision of the Chief Executive Officer. The President shall have concurrent power with the Chief Executive Officer to sign bonds, mortgages, certificates for shares and other contracts and documents, whether or not under the seal of the Corporation except in cases where the signing and execution thereof shall be expressly delegated by law, by the Board of Directors, or by these Amended and Restated Bylaws to some other officer or agent of the Corporation. In general, the President shall perform all duties incident to the office of president and such other duties as the Chief Executive Officer or the Board of Directors may from time to time prescribe.

Section 6. THE CHAIRMAN OF THE BOARD. The Chairman of the Board, if one is chosen, shall be chosen from among the members of the board. If the Chairman of the Board has not been designated Chief Executive Officer, the Chairman of the Board shall perform such duties as may be assigned to the Chairman of the Board by the Chief Executive Officer or by the Board of Directors.

Section 7. VICE CHAIRMAN OF THE BOARD. In the absence of the Chief Executive Officer or in the event of his inability or refusal to act, if the Chairman of the Board or another individual has not been designated Chief Executive Officer, the Vice Chairman, or if there be more than one, the Vice Chairmen, in the order determined by the Board of Directors, shall perform the duties of the Chief Executive Officer, and when so acting shall have all the powers of and be subject to all the restrictions upon the Chief Executive Officer. At all other times, the Vice Chairman or Vice Chairmen shall perform such duties and have such powers as the Chief Executive Officer or the Board of Directors may from time to time prescribe.

Section 8. THE VICE PRESIDENT. In the absence of the President or in the event of his inability or refusal to act, the Vice President (or in the event there be more than one Vice President, the Executive Vice President and then the other Vice President or Vice Presidents in the order designated, or in the absence of any designation, then in the order of their election) shall perform the duties of the President, and when so acting, shall have all the powers of and be subject to all the restrictions upon the President. The Vice Presidents shall perform such other duties and have such other powers as the Chief Executive Officer or the Board of Directors may from time to time prescribe.

Section 9. THE SECRETARY. The Secretary shall attend all meetings of the Board of Directors and all meetings of the stockholders and record all the proceedings of the meetings of the Corporation and of the Board of Directors in a book to be kept for that purpose and shall perform like duties for the standing committees when required. The Secretary shall give, or cause to be given, notice of all meetings of the stockholders and special meetings of the Board of Directors, and shall perform such other duties as may be prescribed by the Board of Directors or the Chief Executive Officer, under whose supervision he shall be. The Secretary shall have custody of the corporate seal of the Corporation and the Secretary, or an Assistant Secretary, shall have authority to affix the same to any instrument requiring it and when so affixed, it may be attested by his signature or by the signature of such Assistant Secretary. The Board of Directors may give general authority to any other officer to affix the seal of the Corporation and to attest the affixing by his signature.

Section 10. THE ASSISTANT SECRETARY. The Assistant Secretary, or if there be more than one, the Assistant Secretaries in the order determined by the Board of Directors (or if there be no such determination, then in the order of their election), shall, in the absence of the Secretary or in the event of his inability or refusal to act, perform the duties and exercise the powers of the Secretary and shall perform such other duties and have such other powers as the Chief Executive Officer or the Board of Directors may from time to time prescribe.

Section 11. THE TREASURER. The Treasurer shall have the custody of the corporate funds and securities and shall keep full and accurate accounts of receipts and disbursements in books belonging to the Corporation and shall deposit all moneys and other

valuable effects in the name and to the credit of the Corporation in such depositories as may be designated by the Board of Directors. The Treasurer shall disburse the funds of the Corporation as may be ordered by the Board of Directors, taking proper vouchers for such disbursements, and shall render to the President and the Board of Directors, at its regular meetings, or when the Board of Directors so requires, an account of all his transactions as Treasurer and of the financial condition of the Corporation. If required by the Board of Directors, the Treasurer shall give the Corporation a bond (which shall be renewed every six (6) years) in such sum and with such surety or sureties as shall be satisfactory to the Board of Directors for the faithful performance of the duties of his office and for the restoration to the Corporation, in case of his death, resignation, retirement or removal from office, of all books, papers, vouchers, money and other property of whatever kind in his possession or under his control belonging to the Corporation.

Section 12. THE ASSISTANT TREASURER. The Assistant Treasurer, or if there shall be more than one, the Assistant Treasurers in the order determined by the Board of Directors (or if there be no such determination, then in the order of their election), shall, in the absence of the Treasurer or in the event of his inability or refusal to act, perform the duties and exercise the powers of the Treasurer and shall perform such other duties and have such other powers as the Chief Executive Officer or the Board of Directors may from time to time prescribe.

Section 13. OTHER OFFICERS, ASSISTANT OFFICERS AND AGENTS. Officers, Assistant Officers and Agents, if any, other than those whose duties are provided for in these Amended and Restated Bylaws, shall have such authority and perform such duties as may from time to time be prescribed by resolution of the board of directors.

Section 14. ABSENCE OF OFFICERS. In the absence of any officer of the Corporation, or for any other reason the Board of Directors may deem sufficient, the Board of Directors may delegate the powers or duties, or any of such powers or duties, of any officers or officer to any other officer or to any director.

Section 15. COMPENSATION. The Board of Directors shall have the authority to establish reasonable compensation of all officers for services to the Corporation.

ARTICLE VII.
INDEMNIFICATION

Section 1. RIGHT TO INDEMNIFICATION OF DIRECTORS AND OFFICERS. The Corporation shall indemnify and hold harmless, to the fullest extent permitted by applicable law as it presently exists or may hereafter be amended, any person (a "Covered Person") who was or is made or is threatened to be made a party or is otherwise involved in any action, suit or proceeding, whether civil, criminal, administrative or investigative (a "proceeding"), by reason of the fact that such person, or a person for whom such person is the legal representative, is or was a director or officer of the Corporation or, while a director or officer of the Corporation, is or was serving at the request of the Corporation as a director, officer, employee or agent of another Corporation or of a partnership, joint venture, trust, enterprise or nonprofit entity, including service with respect to employee benefit plans, against all liability and loss suffered and expenses (including attorneys' fees) reasonably incurred by such Covered Person in such

proceeding. Notwithstanding the preceding sentence, except as otherwise provided in Section 3 of Article VII of these Amended and Restated Bylaws, the Corporation shall be required to indemnify a Covered Person in connection with a proceeding (or part thereof) commenced by such Covered Person only if the commencement of such proceeding (or part thereof) by the Covered Person was authorized in advance by the Board of Directors.

Section 2. PREPAYMENT OF EXPENSES OF DIRECTORS AND OFFICERS. The Corporation shall pay the expenses (including attorneys' fees) incurred by a Covered Person in defending any proceeding in advance of its final disposition, provided, however, that, to the extent required by law, such payment of expenses in advance of the final disposition of the proceeding shall be made only upon receipt of an undertaking by the Covered Person to repay all amounts advanced if it should be ultimately determined that the Covered Person is not entitled to be indemnified under this Article VII or otherwise.

Section 3. CLAIMS BY DIRECTORS AND OFFICERS. If a claim for indemnification or advancement of expenses under this Article VII is not paid in full within sixty days after a written claim therefor by the Covered Person has been received by the Corporation, the Covered Person may file suit to recover the unpaid amount of such claim and, if successful in whole or in part, shall be entitled to be paid the expense of prosecuting such claim. In any such action the Corporation shall have the burden of proving that the Covered Person is not entitled to the requested indemnification or advancement of expenses under applicable law.

Section 4. INDEMNIFICATION OF EMPLOYEES AND AGENTS. The Corporation may indemnify and advance expenses to any person who was or is made or is threatened to be made or is otherwise involved in any proceeding by reason of the fact that such person, or a person for whom such person is the legal representative, is or was an employee or agent of the Corporation or, while an employee or agent of the Corporation, is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation or of a partnership, joint venture, trust, enterprise or nonprofit entity, including service with respect to employee benefit plans, against all liability and loss suffered and expenses (including attorney's fees) reasonably incurred by such person in connection with such proceeding. The ultimate determination of entitlement to indemnification of persons who are non-director or officer employees or agents shall be made in such manner as is determined by the Board of Directors in its sole discretion. Notwithstanding the foregoing sentence, the Corporation shall not be required to indemnify a person in connection with a proceeding initiated by such person if the proceeding was not authorized in advance by the Board of Directors.

Section 5. ADVANCEMENT OF EXPENSES OF EMPLOYEES AND AGENTS. The Corporation may pay the expenses (including attorney's fees) incurred by an employee or agent in defending any proceeding in advance of its final disposition on such terms and conditions as may be determined by the Board of Directors.

Section 6. NON-EXCLUSIVITY OF RIGHTS. The rights conferred on any person by this Article VII shall not be exclusive of any other rights which such person may have or hereafter acquire under any statute, provision of the certificate of incorporation, these Amended and Restated Bylaws, agreement, vote of stockholders or disinterested directors or otherwise.

Section 7. OTHER INDEMNIFICATION. The Corporation's obligation, if any, to indemnify any person who was or is serving at its request as a director, officer or employee of another Corporation, partnership, joint venture, trust, organization or other enterprise shall be reduced by any amount such person may collect as indemnification from such other Corporation, partnership, joint venture, trust, organization or other enterprise.

Section 8. INSURANCE. The Board of Directors may, to the full extent permitted by applicable law as it presently exists, or may hereafter be amended from time to time, authorize an appropriate officer or officers to purchase and maintain at the Corporation's expense insurance: (a) to indemnify the Corporation for any obligation which it incurs as a result of the indemnification of directors, officers and employees under the provisions of this Article VII; and (b) to indemnify or insure directors, officers and employees against liability in instances in which they may not otherwise be indemnified by the Corporation under the provisions of this Article VII.

Section 9. INDEMNIFICATION PRIORITY. The Company hereby acknowledges that certain of the directors have certain rights to indemnification, advancement of expenses and/or insurance provided by affiliated sponsor entities, including investment funds, and affiliates of such directors and entities (collectively, the "Fund Indemnitors"). Notwithstanding Section 7 of this Article VII, the Company hereby agrees (i) that it is the indemnitor of first resort (i.e., its obligations to an indemnitee are primary and any obligation of the Fund Indemnitors to advance expenses or to provide indemnification for the same expenses or liabilities incurred by the applicable indemnitee are secondary), (ii) that it shall be required to advance the full amount of expenses incurred by such indemnitee and shall be liable for the full amount of all costs, expenses, judgments, penalties, fines and amounts paid in settlement to the extent legally permitted and as required by the terms of the Certificate of Incorporation or Bylaws of the Company (or any other agreement between the Company and an indemnitee), without regard to any rights such indemnitee may have against the Fund Indemnitors, and, (iii) that it irrevocably waives, relinquishes and releases the Fund Indemnitors from any and all claims against the Fund Indemnitors for contribution, subrogation or any other recovery of any kind in respect thereof. The Company further agrees that no advancement or payment by the Fund Indemnitors on behalf of an indemnitee with respect to any claim for which an indemnitee has sought indemnification from the Company shall affect the foregoing and the Fund Indemnitors shall have a right of contribution and/or be subrogated to the extent of such advancement or payment to all of the rights of recovery of indemnitee against the Company.

Section 10. AMENDMENT OR REPEAL. Any repeal or modification of the foregoing provisions of this Article VII shall not adversely affect any right or protection hereunder of any person in respect of any act or omission occurring prior to the time of such repeal or modification. The rights provided hereunder shall inure to the benefit of any Covered Person and such person's heirs, executors and administrators.

ARTICLE VIII.
CERTIFICATES FOR SHARES

Section 1. CERTIFICATES OF SHARES. The shares of the Corporation shall be represented by certificates, provided that the Board of Directors of the Corporation may provide

by resolution or resolutions that some or all of any or all classes or series of its stock shall be uncertificated shares. Any such resolution shall not apply to shares represented by a certificate until such certificate is surrendered to the Corporation. Notwithstanding the adoption of such a resolution by the Board of Directors, every holder of stock represented by certificates and upon request every holder of uncertificated shares shall be entitled to have a certificate signed by, or in the name of the Corporation by the Chairman or Vice Chairman of the Board of Directors, Chief Executive Officer, or the President or Vice President, and by the Treasurer or an Assistant Treasurer, or the Secretary or an Assistant Secretary of the Corporation representing the number of shares registered in certificate form. Any or all the signatures on the certificate may be a facsimile.

Section 2. SIGNATURES OF FORMER OFFICER, TRANSFER AGENT OR REGISTRAR. In case any officer, transfer agent, or registrar who has signed or whose facsimile signature has been placed upon a certificate shall have ceased to be such officer, transfer agent or registrar before such certificate is issued, it may be issued by the Corporation with the same effect as if such person or entity were such officer, transfer agent or registrar at the date of issue.

Section 3. TRANSFER OF SHARES. Transfers of shares of the Corporation shall be made only on the books of the Corporation by the holder of record thereof or by his legal representative, who shall furnish proper evidence of authority to transfer, or by his or her attorney thereunto authorized by power of attorney duly executed and filed with the Secretary of the Corporation, and on surrender for cancellation of certificate for such shares. Prior to due presentment of a certificate for shares for registration of transfer, the Corporation may treat a registered owner of such shares as the person exclusively entitled to vote, to receive notifications and otherwise have and exercise all of the right and powers of an owner of shares.

Section 4. LOST, DESTROYED OR STOLEN CERTIFICATES. Whenever a certificate representing shares of the Corporation has been lost, destroyed or stolen, the holder thereof may file in the office of the Corporation an affidavit setting forth, to the best of his knowledge and belief, the time, place, and circumstance of such loss, destruction or theft together with a statement of indemnity sufficient in the opinion of the Board of Directors to indemnify the Corporation against any claim that may be made against it on account of the alleged loss of any such certificate. Thereupon the Board may cause to be issued to such person or such person's legal representative a new certificate or a duplicate of the certificate alleged to have been lost, destroyed or stolen. In the exercise of its discretion, the Board of Directors may waive the indemnification requirements provided herein.

ARTICLE IX.
DIVIDENDS

Section 1. DECLARATIONS OF DIVIDENDS. Dividends upon the capital stock of the Corporation, subject to the provisions of the Certificate of Incorporation, if any, may be declared by the Board of Directors at any regular or special meeting, pursuant to law. Dividends may be paid in cash, in property, or in shares of the capital stock, subject to the provisions of the Certificate of Incorporation.

ARTICLE X.
GENERAL PROVISIONS

Section 1. CONTRACTS. The Board of Directors may authorize any officer or officers, agent or agents, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to specific instances.

Section 2. LOANS. No loans shall be contracted on behalf of the Corporation and no evidences of indebtedness shall be issued in its name unless authorized by a resolution of the Board of Directors. Such authority may be general or confined to specific instances.

Section 3. CHECKS, DRAFTS, ETC.. All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Corporation shall be signed by one or more officers or agents of the Corporation and in such manner as shall from time to time be determined by resolution of the Board of Directors.

Section 4. DEPOSITS. The funds of the Corporation may be deposited or invested in such bank account, in such investments or with such other depositaries as determined by the Board of Directors.

Section 5. FISCAL YEAR. The fiscal year of the Corporation shall be fixed by resolution of the Board of Directors.

Section 6. SEAL. The corporate seal shall have inscribed thereon the name of the Corporation, the year of its organization and the words "Corporate Seal, Delaware". Said seal may be used by causing it or a facsimile thereof to be impressed or affixed or reproduced or otherwise.

Section 7. ANNUAL STATEMENT. The Board of Directors shall present at each annual meeting, and at any special meeting of the stockholders when called for by vote of the stockholders, a full and clear statement of the business and condition of the Corporation.

ARTICLE XI.
AMENDMENTS

Section 1. AMENDMENTS. These Amended and Restated Bylaws may be altered, amended or repealed or new Bylaws may be adopted by the stockholders or by the Board of Directors, when such power is conferred upon the Board of Directors by the Certificate of Incorporation, at any regular meeting of the stockholders or of the Board of Directors or at any special meeting of the stockholders or of the Board of Directors if notice of such alteration, amendment, repeal or adoption of new Bylaws be contained in the notice of such special meeting. If the power to adopt, amend or repeal Bylaws is conferred upon the Board of Directors by the Certificate of Incorporation it shall not divest or limit the power of the stockholders to adopt, amend or repeal Bylaws.

CERTIFICATE OF ADOPTION OF AMENDED AND RESTATED BYLAWS

I hereby certify that:

I am the duly elected and acting Secretary of Pentec Healthcare Infusions, Inc., a Delaware corporation (the "Company"); and

Attached hereto is a complete and accurate copy of the Amended and Restated Bylaws of the Company as duly adopted by the Sole Director by Written Consent dated June 1, 2012 and said Amended and Restated Bylaws are presently in effect.

IN WITNESS WHEREOF, the undersigned has executed this Certificate of Adoption of Amended and Restated Bylaws as of the 1st day of June, 2012.

Carter J. Balfour, Secretary