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CORPORATION(S) NAME

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Dialysis Management Services, Inc.

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DIVISION OF CORPORATION

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
DIALYSIS MANAGEMENT SERVICES, INC.**

Dialysis Management Services, Inc., a Florida corporation (the "Corporation"), through the action of the undersigned, as the sole Shareholder and all of the Directors, hereby amends and restates its Articles of Incorporation as set forth below and is in compliance with the provisions of such act.

The Corporation hereby duly adopts the following amended and restated Articles of Incorporation, and such Articles of Incorporation supersede the original Articles of Incorporation:

ARTICLE I - CORPORATE NAME

The name of this Corporation shall be:

DIALYSIS MANAGEMENT SERVICES, INC.

ARTICLE II - MAILING ADDRESS AND PRINCIPAL OFFICE

The Corporation's mailing address and principal office address is:

12744 San Fernando Road
Sylmar, CA 91342

ARTICLE III - NATURE OF CORPORATE BUSINESS

The Corporation may engage in any activity or business permitted under the laws of the United States and under the laws of the State of Florida.

ARTICLE IV - CAPITAL STOCK

The corporation is authorized to issue a maximum of One Thousand (1,000) shares of stock. The shares of stock authorized shall be common stock, having a par value of One Dollar (\$1.00) per share. The consideration to be paid for each share of stock shall be fixed by the board of directors of the Corporation.

ARTICLE V - BOARD OF DIRECTORS

The number of directors may be altered from time to time by bylaws adopted by the shareholders of the Corporation. However, this Corporation shall have no less than three (3) directors at any time.

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ARTICLE VI – INDEMNIFICATION

The Corporation shall indemnify any officer or director, or any former officer or director of the Corporation, to the full extent permitted by applicable law.

ARTICLE VII – AMENDMENT

The corporation reserves the right to amend and repeal any provisions contained in these Articles of Incorporation or the Bylaws or any amendment thereto by unanimous vote of the shareholders.

THE UNDERSIGNED, for the purpose of amending and restating the Articles of Incorporation does make and file these Amended and Restated Articles of Incorporation, effective January 2, 1998, hereby declaring and certifying that the facts stated above are true.

MiniMed Distribution Corp.,
Sole Shareholder

By: Eric S. Kentor
Eric S. Kentor, President

Eric S. Kentor
Eric S. Kentor, Director

Terrance H. Gregg
Terrance H. Gregg, Director

Kevin R. Sayer
Kevin R. Sayer, Director