

AMENDED AND RESTATED

CERTIFICATE OF INCORPORATION

DAVITA INC.

Pursuant to Section 242 and 245 of the

[REDACTED]

DaVita Inc. (the "Corporation"), a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware (the "Delaware General Corporation Law"), does hereby certify:

FIRST: That the name of the Corporation is DaVita Inc. The date of filing its original Certificate of Incorporation with the Secretary of State of the State of Delaware ("Delaware Secretary of State")

[REDACTED]

was April 4, 1994, under the name Medical Ambulatory Care Delaware, Inc. A Certificate of Amendment

II. ADDRESS AND AGENT

The address of the Corporation's registered office is the City of Delaware, is 251 Little

[REDACTED]

Falls Drive, in the City of Wilmington, County of New Castle, 19808. The name of the

Corporation's registered agent at such address is Corporation Service Company.

III. BUSINESS PURPOSE

The nature of the business or purposes to be conducted or promoted is to engage in any lawful act or activity for which corporations may be organized under the Delaware General Corporation Law.

IV. STOCK

- A. **Shares Authorized.** The total number of shares of all classes of stock which the Corporation shall have the authority to issue is Four Hundred Fifty-Five Million (455,000,000) shares, consisting of Four Hundred Fifty Million (450,000,000) shares of Common Stock, par value \$0.001 per share (the "Common Stock"), and Five Million (5,000,000) shares of Preferred Stock, par value \$0.001 per share (the "Preferred Stock").

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IN WITNESS WHEREOF, the Corporation has caused this Amended and Restated Certificate of Incorporation to be signed by its duly authorized officer and the foregoing facts stated herein are true and correct.

