

**RESTATED
CERTIFICATE OF INCORPORATION
OF
ABBEY HEALTHCARE GROUP INCORPORATED**

ARTICLE I

The name of the Corporation is **Abbey Healthcare Group Incorporated.**

ARTICLE II

The name and address of the registered agent of the Corporation in the State of Delaware is:

The Corporation Trust Company
Corporation Trust Center
1209 Orange Street
Wilmington, New Castle County, Delaware 19801

ARTICLE III

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.

ARTICLE IV

The Corporation shall have authority to issue 160,000,000 shares of stock, consisting of 150,000,000 shares of Common Stock, par value \$0.001 per share, and 10,000,000 shares of Preferred Stock, par value \$0.001 per share.

ARTICLE V

The shares of Preferred Stock may be issued from time to time in one or more series. The Board of Directors is authorized to fix by resolution the designations, powers, preferences and relative, participating, optional or other special rights (including voting rights, if any, and conversion rights, if any), and qualifications, limitations or restrictions thereof, of any such series of Preferred Stock, and the number of shares constituting any such series, or all or any of them; and to increase or decrease the number of shares of any series subsequent to the issue of shares of that series, but not below the number of such shares then outstanding. Except as otherwise provided (i) by law, (ii) by this Certificate of Incorporation as amended from time to time, or (iii) by resolutions of the Board of Directors fixing the powers and preferences of any class or series of shares as to which the Board of Directors has been expressly vested with authority to fix the powers and preferences, (a) the Common Stock shall possess the full voting power of the Corporation and (b) the number of authorized shares of any class or classes of 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.

ARTICLE VI

The business and affairs of the Corporation shall be managed and controlled by a Board of Directors. The number of directors constituting the Board of Directors shall be fixed, initially, by the Bylaws of the

Corporation; thereafter the number of directors shall be fixed or altered exclusively by resolutions adopted by the Board of Directors. The directors shall be divided into three classes as nearly equal in number as possible, designated Class I, Class II and Class III. The initial term of office of Class I directors shall expire at the 1996 annual meeting of stockholders; of Class II directors at the 1997 annual meeting of stockholders; and of Class III directors at the 1998 annual meeting of stockholders. At each annual meeting of stockholders, successors to the class of directors whose terms of office expire in that year shall be elected to hold office for a term of three years. Each director shall hold office until his successor is elected and qualified or until his earlier resignation. No decrease in the number of directors shall shorten the term of any incumbent director. Elections of directors need not be by ballot unless the Bylaws so provide.

ARTICLE VII

In furtherance and not in limitation of the powers conferred by law, the Board of Directors is authorized to adopt, amend or repeal the Bylaws of the Corporation.

ARTICLE VIII

To the fullest extent permitted by the General Corporation Law of the State of Delaware, as the same exists or may hereafter be amended, a director of the Corporation shall not be liable to the Corporation or its stockholders for monetary damages for breach of fiduciary duty as a director. The liability of a director of the Corporation to the Corporation or its stockholders for monetary damages shall be eliminated to the fullest extent permissible under applicable law in the event it is determined that Delaware law does not apply. The Corporation shall, to the fullest extent permitted by law, indemnify its directors and officers against any liabilities, losses or related expenses which they may incur by reason of serving or having served as directors or officers of the Corporation, or serving or having served at the request of the Corporation as directors, officers, trustees, partners, employees or agents of any entity in which the Corporation has an interest. The Corporation is authorized to provide by Bylaw, agreement or otherwise for indemnification of directors, officers, employees and agents in excess of the indemnification otherwise permitted by applicable law. Any repeal or modification of this Article shall not result in any liability of a director, or any change or reduction in the indemnification to which a director, officer, employee or agent would otherwise be entitled, with respect to any action or omission occurring prior to such repeal or modification.

ARTICLE IX

Any action required or permitted to be taken by holders of stock of the Corporation must be taken at a meeting of such holders and may not be taken by consent in writing, except (i) as permitted by resolutions of the Board of Directors fixing the powers and preferences of any class or series of shares as to which the Board of Directors has been expressly vested with authority to fix the powers and preferences, or (ii) for the purpose of approving, authorizing or adopting any action or proposal theretofore approved, authorized or adopted by the Board of Directors.

EXHIBIT 3.1

**CERTIFICATE OF AMENDMENT
OF
CERTIFICATE OF INCORPORATION
OF
APRIA HEALTHCARE GROUP INC.,
a Delaware corporation**

Apria Healthcare Group Inc., a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware (this "Corporation"), DOES HEREBY CERTIFY:

FIRST: That the Board of Directors of this Corporation has adopted the following resolution setting forth a proposed amendment of the Restated Certificate of Incorporation of this Corporation:

"RESOLVED FURTHER, that the Restated Certificate of Incorporation of this Corporation be amended by changing Article VI thereof so that, as amended, Article VI shall read in its entirety as follows:

ARTICLE VI

The business and affairs of the Corporation shall be managed and controlled by a Board of Directors. The number of directors constituting the Board of Directors shall be fixed, initially, by the Bylaws of the Corporation; thereafter the number of directors shall be fixed or altered exclusively by resolutions adopted by the Board of Directors. At each annual meeting of stockholders, all directors shall be elected to hold office until the next annual meeting of stockholders. Each director shall hold office until his successor is elected and qualified or until his earlier resignation. No decrease in the number of directors shall shorten the term of any incumbent director. Elections of directors need not be by ballot unless the Bylaws so provide."

SECOND: That at the Corporation's 1999 annual meeting of stockholders, a majority of the outstanding stock entitled to vote thereon voted in favor of the amendment.

THIRD: That the above amendment was duly adopted in accordance with the applicable provisions of Section 242 of the General Corporation Law of the State of Delaware.

IN WITNESS WHEREOF, Apria Healthcare Group Inc. has caused this Certificate to be signed by Philip L. Carter, its Chief Executive Officer, as of the 21st day of July, 1999.

APRIA HEALTHCARE GROUP INC.

By: _____ Philip L. Carter Chief Executive Officer