EXHIBIT 4

AMENDED AND RESTATED

CERTIFICATE OF INCORPORATION

OF

DOCTORS COMMUNITY HEALTHCARE CORPORATION

Doctors Community Healthcare Corporation, 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 Doctors Community Healthcare Corporation. The Corporation was originally incorporated in Delaware under the name Capital America Healthcare Corporation, and the date of the filing of its original Certificate of Incorporation was September 9, 1994. A Certificate of Correction was filed October 19, 1994. A Certificate of Merger, changing the Corporation's name to Doctors Corporation of America, was filed December 13, 1996. A Certificate of Amendment, changing the Corporation's name to Doctors Community Healthcare Corporation, was filed February 23, 1998.

2. On November 20, 2002, the Corporation and certain of its direct and indirect subsidiaries filed voluntary petitions for relief under chapter 11 of title 11 of the United States Code (the "Bankruptcy Code") in the United States Bankruptcy Court for the District of Columbia (the "Bankruptcy Court") (Case No. 02-2250 (SMT) Chapter 11). This Amended and Restate Certificate of Amendment (the "Amended and Restated Certificate of Incorporation"), was duly adopted in accordance with Sections 245 and 303 of the General Corporation Law of the State of Delaware (the "DGCL"), pursuant to the authority granted to the Corporation under Section 303 of the DGCL to put into effect and carry out the Second Amended Joint Chapter 11 Plan of Reorganization under the Bankruptcy Code for the Corporation, et al. (the "Plan"), as confirmed on _____ ___, 200_ by order (the "Order") of the Bankruptcy Court.

3. The text of the Amended and Restated Certificate of the Incorporation of the incorporation is hereby amended and restated in its entirety to read as follows:

ARTICLE I

The name of the Corporation is Doctors Community Healthcare Corporation (the "Corporation").

ARTICLE II

The street address of the registered office of the Corporation is 1209 Orange Street, Wilmington, New Castle County, Delaware 19801 and the name of its registered agent at that address is The Corporation Trust Company.

ARTICLE III

The Corporation may transact any lawful business for which corporations may be incorporated under the General Corporation Law of the State of Delaware (the "DGCL").

ARTICLE IV

The total number of shares of all classes of stock that the Corporation shall have authority to issue is _____ shares, which shall consist of two classes: (i) Common Stock, par value $0.001 per share ("Common Stock"); and (ii) Preferred Stock, par value $0.001 per share (the "Preferred Stock"). The total number of shares of each class of capital stock which the Corporation shall have authority to issue is _____ shares of Common Stock and _____ shares of Preferred Stock. The Preferred Stock shall be designated as set forth below.

Pursuant to Section 1123 of the Bankruptcy Code, notwithstanding any other provision contained herein to the contrary, the Corporation shall not issue non-voting equity securities.

The rights, preferences, privileges and restrictions granted to and imposed on the Preferred Stock and the Common Stock are as follows:

1. **Common Stock**

1.1 Relative Rights

Each share of Common Stock shall have the same relative rights as and be identical in all respects to all the other shares of Common Stock. The voting, dividend and liquidation rights of the holders of Common Stock are subject to and qualified by the rights of holders of any series of Preferred Stock that have been or may be designated by the Board of Directors.

1.2 Dividends

Whenever there shall have been paid, or declared and set aside for payment to the holders of shares of any class of stock having preference over the Common Stock as to the payment of dividends, the full amount of dividends and of sinking fund or retirement payments, if any, to which such holders are respectively entitled in preference to the Common Stock, then dividends may be paid on the Common Stock and on any class or series of stock entitled to participate therewith as to dividends, out of any assets legally available for the payment of dividends thereon, but only when and as declared by the Board of Directors of the Corporation.

1.3 Dissolution, Liquidation, Winding Up

In the event of any dissolution, liquidation, or winding up of the Corporation, whether voluntary or involuntary, the holders of the Common Stock, and holders of any class or series of stock entitled to participate therewith, in whole or in part, as to the distribution of assets in such event, shall become entitled to participate in the distribution of any assets of the Corporation remaining after the Corporation shall have paid, or provided for payment of, all debts and liabilities of the Corporation and after the Corporation shall have paid, or set aside for payment, to the holders of any class of stock having preference over the Common Stock in the event of dissolution, liquidation or winding up the full preferential amounts, if any, to which they are entitled.

1.4 Voting Rights

Each holder of shares of Common Stock shall be entitled to attend all special and annual meetings of the stockholders of the Corporation and, share for share and without regard to class, together with the holders of all other classes of stock entitled to attend such meetings and to vote (except any class or series of stock having special voting rights), to cast one vote for each outstanding share of Common Stock so held upon any matter or thing (including, without limitation, the election of one or more directors) properly considered and acted upon by the stockholders. The number of authorized shares of Common Stock may be increased or decreased (but not 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, irrespective of the provisions of Section 242(b)(2) of the DGCL.

2. **Preferred Stock**

Designation of Series of Preferred Stock. Except as otherwise provided in this Amended and Restated Certificate of Incorporation, the Board of Directors is expressly authorized to provide for the issue of all or any of the shares of the Preferred Stock in one or more series, and to fix the number of shares and to determine or alter for each such series, such voting powers, full or limited, or no voting powers, and such designations, preferences, and relative, participating, optional, or other rights and such qualifications, limitations, or restrictions thereof, as shall be stated and expressed in the resolution or resolutions adopted by the Board of Directors providing for the issue of such shares and as may be permitted by the DGCL.

ARTICLE V

No Director of the Corporation shall be personally liable to the Corporation or its stockholders for monetary damages for breach of fiduciary duty as Director; provided, however, that this limitation of liability of a Director shall not apply with respect to (i) any breach of the Director's duty of loyalty to the Corporation or its stockholders, (ii) acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) any liability arising under Section 174 of the General Corporation Law of the State of Delaware and (iv) any transaction from which the Director derives an improper personal benefit.

ARTICLE VI

In furtherance and not in limitation of the powers conferred by statute, the Board of Directors is expressly authorized and empowered to make, alter or repeal the Bylaws of the Corporation, subject to the reserved power of the stockholders to adopt, amend or repeal Bylaws which may include the power to restrict in any manner power granted to the Board of Directors by this Article VI.

ARTICLE VII

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 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 in value of the creditors or class of creditors, and/or 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 stockholders or class of stockholders, of this Corporation, as the case may be, and also on the Corporation.

[Signature Page Follows.]

IN WITNESS WHEREOF, the undersigned has duly executed this Amended and Restated Certificate of Incorporation as of _____ ___, 2004.

DOCTORS COMMUNITY HEALTHCARE CORPORATION

By:_____
Name:

Title:

AMENDED AND RESTATED

CERTIFICATE OF INCORPORATION

OF

GREATER SOUTHEAST COMMUNITY HOSPITAL CORPORATION I

Greater Southeast Community Hospital Corporation I, 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 Greater Southeast Community Hospital Corporation I. The Corporation was originally incorporated in Delaware under the name Greater Southeast Community Hospital Corporation I, and the date of the filing of its original Certificate of Incorporation was November 23, 1999.

2. On November 20, 2002, Doctors Community Healthcare Corporation, a corporation organized and existing under the laws of the state of Delaware ("DCHC") and certain of DCHC's direct and indirect subsidiaries, including the Corporation, filed voluntary petitions for relief under chapter 11 of title 11 of the United States Code (the "Bankruptcy Code") in the United States Bankruptcy Court for the District of Columbia (the "Bankruptcy Court") (Case No. 02-2250 (SMT) Chapter 11). This Amended and Restate Certificate of Amendment (the "Amended and Restated Certificate of Incorporation"), was duly adopted in accordance with Sections 245 and 303 of the General Corporation Law of the State of Delaware (the "DGCL"), pursuant to the authority granted to the Corporation under Section 303 of the DGCL to put into effect and carry out the Second Amended Joint Chapter 11 Plan of Reorganization under the Bankruptcy Code for the Corporation, et al. (the "Plan"), as confirmed on _____ ___, 200_ by order (the "Order") of the Bankruptcy Court.

3. The text of the Amended and Restated Certificate of the Incorporation of the incorporation is hereby amended and restated in its entirety to read as follows:

ARTICLE I

The name of the Corporation is Greater Southeast Community Hospital Corporation I (the "Corporation").

ARTICLE II

The street address of the registered office of the Corporation is 1209 Orange Street, Wilmington, New Castle County, Delaware 19801 and the name of its registered agent at that address is The Corporation Trust Company.

ARTICLE III

The Corporation may transact any lawful business for which corporations may be incorporated under the General Corporation Law of the State of Delaware.

ARTICLE IV

The aggregate number of shares which the Corporation may issue is _____ shares of Common Stock, $_____ par value.

ARTICLE V

Pursuant to Section 1123 of title 11 of the United States Code (the "Bankruptcy Code"), notwithstanding any other provision contained herein to the contrary, the Corporation shall not issue non-voting equity securities.

ARTICLE VI

Each holder of shares of Common Stock shall be entitled to attend all special and annual meetings of the stockholders of the Corporation and, share for share, to cast one vote for each outstanding share of Common Stock so held upon any matter or thing (including, without limitation, the election of one or more directors) properly considered and acted upon by the stockholders. The number of authorized shares of Common Stock may be increased or decreased (but not 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, irrespective of the provisions of Section 242(b)(2) of the General Corporation Law of the State of Delaware.

ARTICLE VII

No Director of the Corporation shall be personally liable to the Corporation or its stockholders for monetary damages for breach of fiduciary duty as Director; provided, however, that this limitation of liability of a Director shall not apply with respect to (i) any breach of the Director's duty of loyalty to the Corporation or its stockholders, (ii) acts or omissions not in good faith or which involve intentional misconduct or a knowing

violation of law, (iii) any liability arising under Section 174 of the General Corporation Law of the State of Delaware and (iv) any transaction from which the Director derives an improper personal benefit.

ARTICLE VIII

The number of directors constituting the Board of Directors as of the filing of this Amended and Restated Certificate of Incorporation is eleven (11). The number of directors may be changed as provided in the Bylaws.

ARTICLE IX

In furtherance and not in limitation of the powers conferred by statute, the Board of Directors is expressly authorized and empowered to make, alter or repeal the Bylaws of the Corporation, subject to the reserved power of the stockholders to adopt, amend or repeal Bylaws which may include the power to restrict in any manner power granted to the Board of Directors by this Article IX.

ARTICLE X

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 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 in value of the creditors or class of creditors, and/or 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 stockholders or class of stockholders, of this Corporation, as the case may be, and also on the Corporation.

[Signature Page Follows.]

IN WITNESS WHEREOF, the undersigned has executed this Amended and Restated Certificate of Incorporation as of _____ ___, 2004

GREATER SOUTHEAST COMMUNITY HOSPITAL CORPORATION I

By:_____
Name:

Title:

AMENDED AND RESTATED

CERTIFICATE OF INCORPORATION

OF

PACIN HEALTHCARE—HADLEY MEMORIAL HOSPITAL CORPORATION

PACIN Healthcare—Hadley Memorial Hospital Corporation, 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 PACIN Healthcare—Hadley Memorial Hospital Corporation. The Corporation was originally incorporated in Delaware under the name PACIN Healthcare—Hadley Memorial Hospital Corporation, and the date of the filing of its original Certificate of Incorporation was June 29, 1992. A Certificate of Amendment was filed August 29, 1994. A Certificate of Amendment was filed _____ ___, 1999.

2. On November 20, 2002, Doctors Community Healthcare Corporation, a corporation organized and existing under the laws of the state of Delaware ("DCHC") and certain of DCHC's direct and indirect subsidiaries, including the Corporation, filed voluntary petitions for relief under chapter 11 of title 11 of the United States Code (the "Bankruptcy Code") in the United States Bankruptcy Court for the District of Columbia (the "Bankruptcy Court") (Case No. 02-2250 (SMT) Chapter 11). This Amended and Restate Certificate of Amendment (the "Amended and Restated Certificate of Incorporation"), was duly adopted in accordance with Sections 245 and 303 of the General Corporation Law of the State of Delaware (the "DGCL"), pursuant to the authority granted to the Corporation under Section 303 of the DGCL to put into effect and carry out the Second Amended Joint Chapter 11 Plan of Reorganization under the Bankruptcy Code for the Corporation, et al. (the "Plan"), as confirmed on _____ ___, 200_ by order (the "Order") of the Bankruptcy Court.

3. The text of the Amended and Restated Certificate of the Incorporation of the incorporation is hereby amended and restated in its entirety to read as follows:

1. The name of the Corporation is PACIN Healthcare — Hadley Memorial Hospital Corporation (the "Corporation").

2. The address of the Corporation's registered office in the State of Delaware is 1209 Orange Street, City of Wilmington, County of New Castle 19801. The name of its registered agent at such address is The Corporation Trust Company.

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

4. The Corporation is authorized to issue _____ shares of Common Stock, all of one class, having par value of $_____ each, which shall be voting stock.

5. Pursuant to Section 1123 of title 11 of the United States Code (the "Bankruptcy Code"), notwithstanding any other provision contained herein to the contrary, the Corporation shall not issue non-voting equity securities.

6. Each holder of shares of Common Stock shall be entitled to attend all special and annual meetings of the stockholders of the Corporation and, share for share, to cast one vote for each outstanding share of Common Stock so held upon any matter or thing (including, without limitation, the election of one or more directors) properly considered and acted upon by the stockholders. The number of authorized shares of Common Stock may be increased or decreased (but not 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, irrespective of the provisions of Section 242(b)(2) of the General Corporation Law of the State of Delaware.

7. The business and affairs of the Corporation shall be managed by its Board of Directors. The number of directors shall not be less than one, nor more than twelve. The following actions may only be taken by the unanimous vote of the directors of the Corporation:

A. Cessation of the business of the Corporation;

B. Liquidation of the Corporation or the filing of a certificate of dissolution of the Corporation, or the taking of any action by the Corporation in furtherance of a liquidation or dissolution or reorganization of the Corporation, including without limitation the filing of a petition under Chapter 7 or Chapter 11 of the Bankruptcy Code; or

C. Undertaking any contractual obligation that, pursuant to any one transaction, agreement, arrangement or obligation, creates or contemplates a total aggregate Corporation obligation or liability equal to or in excess of Two Million Dollars ($2,000,000).

8. In furtherance of and not in limitation of the powers conferred by the laws of the State of Delaware, the Board of Directors is expressly authorized to adopt, amend or repeal the bylaws.

9. No director of the Corporation shall be personally liable to the Corporation or its stockholders for monetary damages for breach of fiduciary duty as a director, except for liability (i) for any breach of the director's duty of loyalty to the Corporation or its stockholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) under Section 174 of the Delaware General Corporation Law, or (iv) for any transaction from which the director derived an improper personal benefit. If the Delaware General Corporation Law is further amended 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 Delaware General Corporation Law, as amended. Any repeal or modification of this Section by the stockholders of the Corporation shall not adversely affect any right or protection of a director of the Corporation existing at the time of such repeal or modification.

[Signature Page Follows.]

IN WITNESS WHEREOF, the undersigned has executed this Amended and Restated Certificate of Incorporation as of _____ ___, 2004

PACIN HEALTHCARE — HADLEY MEMORIAL HOSPITAL CORPORATION

By:_____
Name:

Title:

AMENDED AND RESTATED

CERTIFICATE OF INCORPORATION

OF

MICHAEL REESE MEDICAL CENTER CORPORATION

Michael Reese Medical Center Corporation, 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 Michael Reese Medical Center Corporation. The Corporation was originally incorporated in Delaware under the name Michael Reese Medical Center Corporation, and the date of the filing of its original Certificate of Incorporation was June 26, 1998. A Certificate of Correction was filed July 6, 1998.

2. On November 20, 2002, Doctors Community Healthcare Corporation, a corporation organized and existing under the laws of the state of Delaware ("DCHC") and certain of DCHC's direct and indirect subsidiaries, including the Corporation, filed voluntary petitions for relief under chapter 11 of title 11 of the United States Code (the "Bankruptcy Code") in the United States Bankruptcy Court for the District of Columbia (the "Bankruptcy Court") (Case No. 02-2250 (SMT) Chapter 11). This Amended and Restate Certificate of Amendment (the "Amended and Restated Certificate of Incorporation"), was duly adopted in accordance with Sections 245 and 303 of the General Corporation Law of the State of Delaware (the "DGCL"), pursuant to the authority granted to the Corporation under Section 303 of the DGCL to put into effect and carry out the Second Amended Joint Chapter 11 Plan of Reorganization under the Bankruptcy Code for the Corporation, et al. (the "Plan"), as confirmed on _____ ___, 200_ by order (the "Order") of the Bankruptcy Court.

3. The text of the Amended and Restated Certificate of the Incorporation of the incorporation is hereby amended and restated in its entirety to read as follows:

ARTICLE I

The name of the Corporation is Michael Reese Medical Center Corporation (the "Corporation").

ARTICLE II

The street address of the registered office of the Corporation is 1209 Orange Street, Wilmington, New Castle County, Delaware 19801 and the name of its registered agent at that address is The Corporation Trust Company.

ARTICLE III

The Corporation may transact any lawful business for which corporations may be incorporated under the General Corporation Law of the State of Delaware.

ARTICLE IV

The aggregate number of shares which the Corporation may issue is _____ shares of Common Stock, $____ par value.

ARTICLE V

Pursuant to Section 1123 of title 11 of the United States Code (the "Bankruptcy Code"), notwithstanding any other provision contained herein to the contrary, the Corporation shall not issue non-voting equity securities.

ARTICLE VI

Each holder of shares of Common Stock shall be entitled to attend all special and annual meetings of the stockholders of the Corporation and, share for share, to cast one vote for each outstanding share of Common Stock so held upon any matter or thing (including, without limitation, the election of one or more directors) properly considered and acted upon by the stockholders. The number of authorized shares of Common Stock may be increased or decreased (but not 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, irrespective of the provisions of Section 242(b)(2) of the General Corporation Law of the State of Delaware.

ARTICLE VII

No Director of the Corporation shall be personally liable to the Corporation or its stockholders for monetary damages for breach of fiduciary duty as Director; provided, however, that this limitation of liability of a Director shall not apply with respect to (i) any breach of the Director's duty of loyalty to the Corporation or its stockholders, (ii) acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) any liability arising under Section 174 of the General Corporation Law of the State of Delaware and (iv) arty transaction from which the Director derives an improper personal benefit.

ARTICLE VIII

The number of directors constituting the Board of Directors as of the filing of this Amended and Restated Certificate of Incorporation is fourteen (14). The number of directors may be changed as provided in the Bylaws.

ARTICLE IX

In furtherance and not in limitation of the powers conferred by statute, the Board of Directors is expressly authorized and empowered to make, alter or repeal the Bylaws of the Corporation, subject to the reserved power of the stockholders to adopt, amend or repeal Bylaws which may include the power to restrict in any manner power granted to the Board of Directors by this Article IX.

ARTICLE X

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 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 in value of the creditors or class of creditors, and/or 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 stockholders or class of stockholders, of this Corporation, as the case may be, and also on the Corporation.

[Signature Page Follows.]

IN WITNESS WHEREOF, the undersigned has executed this Amended and Restated Certificate of Incorporation as of _____ ___, 2004

MICHAEL REESE MEDICAL CENTER CORPORATION

By:_____
Name:

Title:

AMENDED AND RESTATED

CERTIFICATE OF INCORPORATION

OF

PACIFICA OF THE VALLEY CORPORATION

Pacifica of the Valley Corporation, 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 Pacifica of the Valley Corporation. The Corporation was originally incorporated in Delaware under the name Pacifica Hospital of the Valley Corporation, and the date of the filing of its original Certificate of Incorporation was December 3, 1996. A Certificate of Correction, changing the Corporation's name to Pacifica of the Valley Corporation, was filed December 18, 1996.

2. On November 20, 2002, Doctors Community Healthcare Corporation, a corporation organized and existing under the laws of the state of Delaware ("DCHC") and certain of DCHC's direct and indirect subsidiaries, including the Corporation, filed voluntary petitions for relief under chapter 11 of title 11 of the United States Code (the "Bankruptcy Code") in the United States Bankruptcy Court for the District of Columbia (the "Bankruptcy Court") (Case No. 02-2250 (SMT) Chapter 11). This Amended and Restate Certificate of Amendment (the "Amended and Restated Certificate of Incorporation"), was duly adopted in accordance with Sections 245 and 303 of the General Corporation Law of the State of Delaware (the "DGCL"), pursuant to the authority granted to the Corporation under Section 303 of the DGCL to put into effect and carry out the Second Amended Joint Chapter 11 Plan of Reorganization under the Bankruptcy Code for the Corporation, et al. (the "Plan"), as confirmed on _____ ___, 200_ by order (the "Order") of the Bankruptcy Court.

3. The text of the Amended and Restated Certificate of the Incorporation of the incorporation is hereby amended and restated in its entirety to read as follows:

ARTICLE I

The name of the Corporation is Pacifica of the Valley Corporation (the "Corporation").

ARTICLE II

The street address of the registered office of the Corporation is 1209 Orange Street, Wilmington, New Castle County. Delaware 19801 and the name of its registered agent at that address is The Corporation Trust Company.

ARTICLE III

The Corporation may transact any lawful business for which corporations may be incorporated under the General Corporation Law of the State of Delaware.

ARTICLE IV

The aggregate number of shares which the Corporation may issue is _____ shares of Common Stock, $_____ par value.

ARTICLE V

Pursuant to Section 1123 of title 11 of the United States Code (the "Bankruptcy Code"), notwithstanding any other provision contained herein to the contrary, the Corporation shall not issue non-voting equity securities.

ARTICLE VI

Each holder of shares of Common Stock shall be entitled to attend all special and annual meetings of the stockholders of the Corporation and, share for share, to cast one vote for each outstanding share of Common Stock so held upon any matter or thing (including, without limitation, the election of one or more directors) properly considered and acted upon by the stockholders. The number of authorized shares of Common Stock may be increased or decreased (but not 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, irrespective of the provisions of Section 242(b)(2) of the General Corporation Law of the State of Delaware.

ARTICLE VII

No Director of the Corporation shall be personally liable to the Corporation or its stockholders for monetary damages for breach of fiduciary duty as Director; provided, however, that this limitation of liability of a Director shall not apply with respect to (i) any breach of the Director's duty of loyalty to the Corporation or its stockholders, (ii) acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) any liability arising under Section 174 of the General Corporation

Law of the State of Delaware and (iv) any transaction from which the Director derives an improper personal benefit.

ARTICLE VIII

In furtherance and not in limitation of the powers conferred by statute, the Board of Directors is expressly authorized and empowered to make, alter or repeal the Bylaws of the Corporation, subject to the reserved power of the stockholders to adopt, amend or repeal Bylaws which may include the power to restrict in any manner power granted to the Board of Directors by this Article VIII.

ARTICLE IX

Whenever a compromise or arrangement is proposed between this Corporation and its creditors or any class to 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 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 Tide 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 in value of the creditors or class of creditors, and/or 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 stockholders or class of stockholders, of this Corporation, as the case may be, and also on the Corporation.

[Signature Page Follows.]

IN WITNESS WHEREOF, the undersigned has duly executed this Amended and Restated Certificate of Incorporation as of _____ ___, 2004.

PACIFICA OF THE VALLEY CORPORATION

By:_____
Name:

Title: