

LANCASTER HOSPITAL CORP
Form S-4/A
April 04, 2011

As filed with the Securities and Exchange Commission on April 1, 2011

Registration No. 333-173267

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

AMENDMENT NO. 2
TO
FORM S-4
REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933

UNIVERSAL HEALTH SERVICES, INC.

and the Subsidiary Guarantors listed on the

Table of Additional Registrants*

(Exact name of registrant as specified in its charter)

| | | |
|--|--|--|
| Delaware (State or other jurisdiction of incorporation or organization) | 8062 (Primary Standard Industrial Classification Code Number) | 23-2077891 (I.R.S. Employer Identification No.) |
|--|--|--|

Universal Corporate Center
367 South Gulph Road
King of Prussia, Pennsylvania
(610) 768-3300

(Address, including zip code, and telephone number, including area code, of registrant's principal executive offices)

Alan B. Miller
Chairman of the Board and Chief Executive Officer
Universal Health Services, Inc.
Universal Corporate Center
367 South Gulph Road
King of Prussia, Pennsylvania 19406
(610) 768-3300

(Name, address, including zip code, and telephone number, including area code, of agent for service)

Copies to:

Warren J. Nimetz, Esq.
Manuel G. Rivera, Esq.
Fulbright & Jaworski L.L.P.

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666 Fifth Avenue

New York, New York 10103

(212) 318-3000

Approximate date of commencement of proposed sale of the securities to the public:

As soon as practicable after the effectiveness of this registration statement.

If the securities being registered on this Form are being offered in connection with the formation of a holding company and there is compliance with General Instruction G, please check the following box.

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, please check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this Form is a post-effective amendment filed pursuant to Rule 462(d) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of large accelerated filer, accelerated filer, and smaller reporting company in Rule 12b-2 of the Exchange Act.

Large accelerated filer

Accelerated filer

Non-accelerated filer (Do not check if a smaller reporting company)

Smaller reporting company

If applicable, place an X in the box to designate the appropriate rule provision relied upon in conducting this transaction:

Exchange Act Rule 13e-4(i) (Cross-Border Issuer Tender Offer)

Exchange Act Rule 14d-1(d) (Cross-Border Third-Party Tender Offer)

* Includes certain subsidiaries of Universal Health Services, Inc. identified on the Table of Additional Registrants beginning on the following page.

The registrants hereby amend this registration statement on such date or dates as may be necessary to delay its effective date until the registrants shall file a further amendment which specifically states that this registration statement shall thereafter become effective in accordance with Section 8(a) of the Securities Act of 1933, as amended, or until the registration statement shall become effective on such date as the Securities and Exchange Commission, acting pursuant to said Section 8(a), may determine.

TABLE OF ADDITIONAL REGISTRANTS(1)

| Exact Name of Registrant Subsidiary Guarantor | State or Other Jurisdiction of Incorporation or Formation | IRS Employer Identification Number | Primary Industrial Classification Code |
|--|---|------------------------------------|--|
| AIKEN REGIONAL MEDICAL CENTERS, INC. | SC | 23-2791808 | 8062 |
| ALLIANCE HEALTH CENTER, INC. | MS | 64-0777521 | 8093 |
| ALTERNATIVE BEHAVIORAL SERVICES, INC. | VA | 54-1757063 | 8093 |
| ASSOCIATED CHILD CARE EDUCATIONAL SERVICES, INC. | CA | 68-0227018 | 8093 |
| ATLANTIC SHORES HOSPITAL, LLC | DE | 20-3788069 | 8093 |
| AUBURN REGIONAL MEDICAL CENTER, INC. | WA | 51-0263246 | 8062 |
| BEHAVIORAL HEALTHCARE LLC | DE | 62-1516830 | 8093 |
| BENCHMARK BEHAVIORAL HEALTH SYSTEM, INC. | UT | 93-0893928 | 8093 |
| BHC ALHAMBRA HOSPITAL, INC. | TN | 62-1658521 | 8093 |
| BHC BELMONT PINES HOSPITAL, INC. | TN | 62-1658523 | 8093 |
| BHC FAIRFAX HOSPITAL, INC. | TN | 62-1658528 | 8093 |
| BHC FOX RUN HOSPITAL, INC. | TN | 62-1658531 | 8093 |
| BHC FREMONT HOSPITAL, INC. | TN | 62-1658532 | 8093 |
| BHC HEALTH SERVICES OF NEVADA, INC. | NV | 88-0300031 | 8093 |
| BHC HERITAGE OAKS HOSPITAL, INC. | TN | 62-1658494 | 8093 |
| BHC HOLDINGS, INC. | DE | 92-0189593 | 8093 |
| BHC INTERMOUNTAIN HOSPITAL, INC. | TN | 62-1658493 | 8093 |
| BHC MESILLA VALLEY HOSPITAL, LLC | DE | 20-2612295 | 8093 |
| BHC MONTEVISTA HOSPITAL, INC. | NV | 88-0299907 | 8093 |
| BHC NORTHWEST PSYCHIATRIC HOSPITAL, LLC | DE | 20-0085660 | 8093 |
| BHC OF INDIANA, GENERAL PARTNERSHIP | TN | 62-1780700 | 8093 |
| BHC PINNACLE POINTE HOSPITAL, INC. | TN | 62-1658502 | 8093 |
| BHC PROPERTIES, LLC | TN | 62-1660875 | 8093 |
| BHC SIERRA VISTA HOSPITAL, INC. | TN | 62-1658512 | 8093 |
| BHC STREAMWOOD HOSPITAL, INC. | TN | 62-1658515 | 8093 |
| BRENTWOOD ACQUISITION, INC. | TN | 20-0773985 | 8093 |
| BRENTWOOD ACQUISITION-SHREVEPORT, INC. | DE | 20-0474854 | 8093 |
| BRYNN MARR HOSPITAL, INC. | NC | 56-1317433 | 8093 |
| CANYON RIDGE HOSPITAL, INC. | CA | 20-2935031 | 8093 |
| CCS/LANSING, INC. | MI | 62-1681824 | 8093 |
| CEDAR SPRINGS HOSPITAL, INC. | DE | 74-3081810 | 8093 |
| CHILDREN S COMPREHENSIVE SERVICES, INC. | TN | 62-1240866 | 8093 |
| COLUMBUS HOSPITAL PARTNERS, LLC | TN | 62-1664739 | 8093 |
| CUMBERLAND HOSPITAL PARTNERS, LLC | DE | 26-1871761 | 8093 |
| CUMBERLAND HOSPITAL, LLC | VA | 02-0567575 | 8093 |
| DEL AMO HOSPITAL, INC. | CA | 23-2646424 | 8093 |
| EMERALD COAST BEHAVIORAL HOSPITAL, LLC | DE | 27-0720873 | 8093 |
| FIRST HOSPITAL CORPORATION OF VIRGINIA BEACH | VA | 54-1414205 | 8093 |
| FIRST HOSPITAL PANAMERICANO, INC. | PR | 66-0490148 | 8093 |
| FORT DUNCAN MEDICAL CENTER, L.P. | DE | 23-3044530 | 8062 |
| FRONTLINE BEHAVIORAL HEALTH, INC. | DE | 72-1539453 | 8093 |
| FRONTLINE HOSPITAL, LLC | DE | 72-1539530 | 8093 |
| FRONTLINE RESIDENTIAL TREATMENT CENTER, LLC | DE | 72-1539254 | 8093 |
| GREAT PLAINS HOSPITAL, INC. | MO | 43-1328523 | 8093 |
| H.C. CORPORATION | AL | 63-0870528 | 8093 |
| H.C. PARTNERSHIP | AL | 63-0862148 | 8093 |
| HAVENWYCK HOSPITAL INC. | MI | 38-2409580 | 8093 |
| HHC AUGUSTA, INC. | GA | 20-3854156 | 8093 |
| HHC CONWAY INVESTMENT, INC. | SC | 20-3854265 | 8093 |
| HHC DELAWARE, INC. | DE | 20-3854210 | 8093 |
| HHC FOCUS FLORIDA, INC. | FL | 20-3798265 | 8093 |
| HHC PENNSYLVANIA, LLC | DE | 20-5353753 | 8093 |

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| HHC POPLAR SPRINGS, INC. | VA | 20-0959684 | 8093 |
| HHC RIVER PARK, INC. | WV | 20-2652863 | 8093 |
| HHC ST. SIMONS, INC. | GA | 20-3854107 | 8093 |
| HICKORY TRAIL HOSPITAL, L.P. | DE | 20-4976326 | 8093 |
| HOLLY HILL HOSPITAL, LLC | TN | 62-1692189 | 8093 |
| HORIZON HEALTH CORPORATION | DE | 75-2293354 | 8093 |
| HORIZON HEALTH HOSPITAL SERVICES, LLC | DE | 20-3798133 | 8093 |
| HORIZON MENTAL HEALTH MANAGEMENT, LLC | TX | 36-3709746 | 8093 |
| HSA HILL CREST CORPORATION | AL | 95-3900761 | 8093 |
| KEYS GROUP HOLDINGS LLC | DE | 62-1863023 | 8093 |
| KEYSTONE CONTINUUM, LLC | TN | 48-1274107 | 8093 |
| KEYSTONE EDUCATION AND YOUTH SERVICES, LLC | TN | 62-1842126 | 8093 |
| KEYSTONE MARION, LLC | VA | 74-3108285 | 8093 |
| KEYSTONE NEWPORT NEWS, LLC | VA | 32-0066225 | 8093 |
| KEYSTONE NPS LLC | CA | 68-0520286 | 8093 |
| KEYSTONE RICHLAND CENTER, LLC | OH | 48-1274207 | 8093 |
| KEYSTONE WSNC, L.L.C. | NC | 20-1943356 | 8093 |
| KEYSTONE MEMPHIS, LLC | TN | 62-1837606 | 8093 |
| KEYSTONE/CCS PARTNERS LLC | DE | 73-1657607 | 8093 |

| Exact Name of Registrant Subsidiary Guarantor | State or Other Jurisdiction of Incorporation or Formation | IRS | Primary Industrial Classification Code |
|---|--|--------------------------------------|---|
| | | Employer Identification Number | |
| KIDS BEHAVIORAL HEALTH OF UTAH, INC. | UT | 62-1681825 | 8093 |
| KINGWOOD PINES HOSPITAL, LLC | TX | 73-1726285 | 8093 |
| KMI ACQUISITION, LLC | DE | 20-5048153 | 8093 |
| LA AMISTAD RESIDENTIAL TREATMENT CENTER, LLC | FL | 58-1791069 | 8093 |
| LANCASTER HOSPITAL CORPORATION | CA | 95-3565954 | 8062 |
| LAUREL OAKS BEHAVIORAL HEALTH CENTER, INC. | DE | 52-2090040 | 8093 |
| LEBANON HOSPITAL PARTNERS, LLC | TN | 62-1664738 | 8093 |
| MANATEE MEMORIAL HOSPITAL, L.P. | DE | 23-2798290 | 8062 |
| MCALLEN HOSPITALS, L.P. | DE | 23-3069260 | 8062 |
| MCALLEN MEDICAL CENTER, INC. | DE | 23-3069210 | 8062 |
| MERION BUILDING MANAGEMENT, INC. | DE | 23-2309517 | 1542 |
| MERRIDELL ACHIEVEMENT CENTER, INC. | TX | 74-1655289 | 8093 |
| MICHIGAN PSYCHIATRIC SERVICES, INC. | MI | 38-2423002 | 8093 |
| NEURO INSTITUTE OF AUSTIN, L.P. | TX | 56-2274069 | 8093 |
| NORTH SPRING BEHAVIORAL HEALTHCARE, INC. | TN | 20-1215130 | 8093 |
| NORTHERN INDIANA PARTNERS, LLC | TN | 62-1664737 | 8093 |
| NORTHWEST TEXAS HEALTHCARE SYSTEM, INC. | TX | 23-2238976 | 8062 |
| OAK PLAINS ACADEMY OF TENNESSEE, INC. | TN | 62-1725123 | 8093 |
| OCALA BEHAVIORAL HEALTH, LLC | DE | 32-0235544 | 8093 |
| PALMETTO BEHAVIORAL HEALTH HOLDINGS, LLC | DE | 22-3600673 | 8093 |
| PALMETTO BEHAVIORAL HEALTH SYSTEM, L.L.C. | SC | 57-1101379 | 8093 |
| PALMETTO LOWCOUNTRY BEHAVIORAL HEALTH, L.L.C. | SC | 57-1101380 | 8093 |
| PARK HEALTHCARE COMPANY | TN | 62-1166882 | 8093 |
| PENDLETON METHODIST HOSPITAL, L.L.C. | DE | 75-3128254 | 8062 |
| PENNSYLVANIA CLINICAL SCHOOLS, INC. | PA | 62-1735966 | 8093 |
| PREMIER BEHAVIORAL SOLUTIONS OF FLORIDA, INC. | DE | 65-0816927 | 8093 |
| PREMIER BEHAVIORAL SOLUTIONS, INC. | DE | 63-0857352 | 8093 |
| PSI SURETY, INC. | SC | 42-1565042 | 8093 |
| PSJ ACQUISITION, LLC | ND | 26-4314533 | 8093 |
| PSYCHIATRIC SOLUTIONS HOSPITALS, LLC | DE | 62-1658476 | 8093 |
| PSYCHIATRIC SOLUTIONS OF VIRGINIA, INC. | TN | 62-1732340 | 8093 |
| PSYCHIATRIC SOLUTIONS, INC. | DE | 23-2491707 | 8093 |
| RAMSAY MANAGED CARE, LLC | DE | 72-1249464 | 8093 |
| RAMSAY YOUTH SERVICES OF GEORGIA, INC. | DE | 35-2174803 | 8093 |
| RIVER OAKS, INC. | LA | 72-0687735 | 8093 |
| RIVEREDGE HOSPITAL HOLDINGS, INC. | DE | 22-3682759 | 8093 |
| ROLLING HILLS HOSPITAL, LLC | TN | 20-5566098 | 8093 |
| SAMSON PROPERTIES, LLC | FL | 59-3653863 | 8093 |
| SHADOW MOUNTAIN BEHAVIORAL HEALTH SYSTEM, LLC | DE | 43-2001465 | 8093 |
| SHC-KPH, LP | TX | 73-1726290 | 8093 |
| SOUTHEASTERN HOSPITAL CORPORATION | TN | 62-1606554 | 8093 |
| SP BEHAVIORAL, LLC | FL | 20-5202539 | 8093 |
| SPARKS FAMILY HOSPITAL, INC. | NV | 88-0159958 | 8062 |
| SPRINGFIELD HOSPITAL, INC. | DE | 26-0388272 | 8093 |
| STONINGTON BEHAVIORAL HEALTH, INC. | DE | 20-0687971 | 8093 |
| SUMMIT OAKS HOSPITAL, INC. | NJ | 20-1021210 | 8093 |
| SUNSTONE BEHAVIORAL HEALTH, LLC | TN | 80-0051894 | 8093 |
| TBD ACQUISITION, LLC | DE | 20-5048087 | 8093 |
| TBJ BEHAVIORAL CENTER, LLC | DE | 20-4865566 | 8093 |
| TENNESSEE CLINICAL SCHOOLS, LLC | TN | 62-1715237 | 8093 |
| TEXAS CYPRESS CREEK HOSPITAL, L.P. | TX | 62-1864266 | 8093 |
| TEXAS HOSPITAL HOLDINGS, INC. | DE | 62-1871091 | 8093 |
| TEXAS LAUREL RIDGE HOSPITAL, L.P. | TX | 43-2002326 | 8093 |
| TEXAS SAN MARCOS TREATMENT CENTER, L.P. | TX | 43-2002231 | 8093 |
| TEXAS WEST OAKS HOSPITAL, L.P. | TX | 62-1864265 | 8093 |
| THE ARBOUR, INC. | MA | 23-2238962 | 8093 |

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| THE BRIDGEWAY, INC. | AR | 23-2238973 | 8093 |
| THE NATIONAL DEAF ACADEMY, LLC | FL | 59-3653865 | 8093 |
| THE PINES RESIDENTIAL TREATMENT CENTER, INC. | VA | 54-1465094 | 8093 |
| THREE RIVERS BEHAVIORAL HEALTH, LLC | SC | 57-1106645 | 8093 |
| THREE RIVERS HEALTHCARE GROUP, LLC | SC | 20-3842446 | 8093 |
| TOLEDO HOLDING CO., LLC | DE | 27-0607591 | 8093 |
| TURNING POINT CARE CENTER, INC. | GA | 58-1534607 | 8093 |
| TWO RIVERS PSYCHIATRIC HOSPITAL, INC. | DE | 23-2279129 | 8093 |
| UHS CHILDREN SERVICES, INC. | DE | 20-3577381 | 8093 |
| UHS HOLDING COMPANY, INC. | NV | 23-2367472 | 8062 |
| UHS KENTUCKY HOLDINGS, L.L.C. | DE | 20-5396036 | 8093 |
| UHS OF ANCHOR, L.P. | DE | 23-3044975 | 8093 |
| UHS OF BENTON, INC. | DE | 20-0930981 | 8093 |
| UHS OF BOWLING GREEN, LLC | DE | 20-0931121 | 8093 |
| UHS OF CENTENNIAL PEAKS, L.L.C. | DE | 26-3973154 | 8093 |
| UHS OF CORNERSTONE HOLDINGS, INC. | DE | 20-3184635 | 8062 |
| UHS OF CORNERSTONE, INC. | DE | 20-3184613 | 8062 |

| Exact Name of Registrant Subsidiary Guarantor | State or Other Jurisdiction of Incorporation or Formation | IRS | Primary Industrial Classification Code |
|---|--|--------------------------------------|---|
| | | Employer Identification Number | |
| UHS OF D.C., INC. | DE | 23-2896723 | 8062 |
| UHS OF DELAWARE, INC. | DE | 23-2369986 | 8062 |
| UHS OF DENVER, INC. | DE | 20-5227927 | 8093 |
| UHS OF DOVER, L.L.C. | DE | 20-5093162 | 8093 |
| UHS OF DOYLESTOWN, L.L.C. | DE | 20-8179692 | 8093 |
| UHS OF FAIRMOUNT, INC. | DE | 23-3044432 | 8093 |
| UHS OF FULLER, INC. | MA | 23-2801395 | 8093 |
| UHS OF GEORGIA HOLDINGS, INC. | DE | 23-3044428 | 8062 |
| UHS OF GEORGIA, INC. | DE | 23-3044429 | 8093 |
| UHS OF GREENVILLE, INC. | DE | 23-3044427 | 8093 |
| UHS OF HAMPTON, INC. | NJ | 23-2985430 | 8093 |
| UHS OF HARTGROVE, INC. | IL | 23-2983574 | 8093 |
| UHS OF LAKESIDE, LLC | DE | 23-3044425 | 8093 |
| UHS OF LAUREL HEIGHTS, L.P. | DE | 23-3045288 | 8093 |
| UHS OF NEW ORLEANS, INC. | LA | 72-0802368 | 8093 |
| UHS OF OKLAHOMA, INC. | OK | 23-3041933 | 8093 |
| UHS OF PARKWOOD, INC. | DE | 23-3044435 | 8093 |
| UHS OF PEACHFORD, L.P. | DE | 23-3044978 | 8093 |
| UHS OF PENNSYLVANIA, INC. | PA | 23-2842434 | 8093 |
| UHS OF PROVO CANYON, INC. | DE | 23-3044423 | 8093 |
| UHS OF PUERTO RICO, INC. | DE | 23-2937744 | 8093 |
| UHS OF RIDGE, LLC | DE | 23-3044431 | 8093 |
| UHS OF RIVER PARISHES, INC. | LA | 23-2238966 | 8062 |
| UHS OF ROCKFORD, LLC | DE | 23-3044421 | 8093 |
| UHS OF SALT LAKE CITY, L.L.C. | DE | 26-0464201 | 8093 |
| UHS OF SAVANNAH, L.L.C. | DE | 20-0931196 | 8093 |
| UHS OF SPRING MOUNTAIN, INC. | DE | 20-0930346 | 8093 |
| UHS OF SPRINGWOODS, L.L.C. | DE | 20-5395878 | 8093 |
| UHS OF SUMMITRIDGE, L.L.C. | DE | 26-2203865 | 8093 |
| UHS OF TEXOMA, INC. | DE | 20-5908627 | 8062 |
| UHS OF TIMBERLAWN, INC. | TX | 23-2853139 | 8093 |
| UHS OF TIMPANOGOS, INC. | DE | 20-3687800 | 8093 |
| UHS OF WESTWOOD PEMBROKE, INC. | MA | 23-3061361 | 8093 |
| UHS OF WYOMING, INC. | DE | 20-3367209 | 8093 |
| UHS OKLAHOMA CITY LLC | OK | 20-2901605 | 8093 |
| UHS SAHARA, INC. | DE | 20-3955217 | 8093 |
| UHS-CORONA, INC. | DE | 52-1247839 | 8062 |
| UNITED HEALTHCARE OF HARDIN, INC. | TN | 62-1244469 | 8093 |
| UNIVERSAL HEALTH SERVICES OF PALMDALE, INC. | DE | 23-3101502 | 8062 |
| UNIVERSAL HEALTH SERVICES OF RANCHO SPRINGS, INC. | CA | 23-3059262 | 8062 |
| UNIVERSITY BEHAVIORAL, LLC | FL | 20-5202458 | 8093 |
| VALLE VISTA HOSPITAL PARTNERS, LLC | TN | 62-1658516 | 8093 |
| VALLE VISTA, LLC | DE | 62-1740366 | 8093 |
| VALLEY HOSPITAL MEDICAL CENTER, INC. | NV | 23-2117855 | 8062 |
| WEKIVA SPRINGS CENTER, LLC | DE | 20-4865588 | 8093 |
| WELLINGTON REGIONAL MEDICAL CENTER, INCORPORATED | FL | 23-2306491 | 8062 |
| WELLSTONE REGIONAL HOSPITAL ACQUISITION, LLC | IN | 20-3062075 | 8093 |
| WILLOW SPRINGS, LLC | DE | 62-1814471 | 8093 |
| WINDMOOR HEALTHCARE INC. | FL | 23-2922437 | 8093 |
| WINDMOOR HEALTHCARE OF PINELLAS PARK, INC. | DE | 59-3480410 | 8093 |
| ZEUS ENDEAVORS, LLC | FL | 59-3653864 | 8093 |

(1) Address and telephone number of the principal executive office of each Additional Registrant are the same as those of Universal Health Services, Inc.

EXPLANATORY NOTE

The sole purpose of this pre-effective amendment is to file certain exhibits to the Registration Statement on Form S-4 (File No. 333-173267) of Universal Health Services, Inc. and certain subsidiaries of Universal Health Services, Inc. listed as additional registrants herein. No change is made to the Registration Statement other than with respect to Item 21(a) of Part II Exhibits and Financial Statement Schedules. Accordingly, this pre-effective amendment consists only of the facing page, this Explanatory Note and Item 21(a) of Part II, the signatures and the Exhibit Index of the Registration Statement.

II-1

PART II**INFORMATION NOT REQUIRED IN PROSPECTUS****Item 21. Exhibits and Financial Statement Schedules.**

(a) The following documents are filed as exhibits to this Registration Statement, including those exhibits incorporated herein by reference to a prior filing of Universal Health Services, Inc. (UHS) under the Securities Act or the Exchange Act, as indicated:

Exhibit

| No. | Description |
|------------|---|
| 3.1 | Restated Certificate of Incorporation of Universal Health Services, Inc., and amendments thereto, previously filed as Exhibit 3.1 to UHS's Quarterly Report on Form 10-Q for the quarter ended June 30, 1997, are incorporated herein by reference. |
| 3.2 | Bylaws of Universal Health Services, Inc., as amended, previously filed as Exhibit 3.2 to UHS's Annual Report on Form 10-K for the year ended December 31, 1987, is incorporated herein by reference. |
| 3.3 | Amendment to the Restated Certificate of Incorporation of Universal Health Services, Inc., previously filed as Exhibit 3.1 to UHS's Current Report on Form 8-K dated July 3, 2001, is incorporated herein by reference. |
| 3.4* | Aiken Regional Medical Centers, Inc. Articles of Incorporation. |
| 3.5* | Bylaws of Aiken Regional Medical Centers, Inc. |
| 3.6* | Alliance Health Center, Inc. Articles of Incorporation and amendments thereto. |
| 3.7* | Amended and Restated Bylaws of Alliance Health Center, Inc. |
| 3.8* | Alternative Behavioral Services, Inc. Articles of Incorporation and amendments thereto. |
| 3.9* | Amended and Restated Bylaws of Alternative Behavioral Services, Inc. |
| 3.10* | Associated Child Care Educational Services Inc. Articles of Incorporation and amendments thereto. |
| 3.11* | Amended and Restated Bylaws of Associated Child Care Educational Services Inc. |
| 3.12* | Atlantic Shores Hospital, LLC Certificate of Formation and amendment thereto. |
| 3.13* | Atlantic Shores Hospital, LLC Amended and Restated Operating Agreement. |
| 3.14* | Auburn Regional Medical Center, Inc. Articles of Incorporation and amendments thereto. |
| 3.15* | Bylaws of Auburn Regional Medical Center, Inc. |
| 3.16* | Behavioral Healthcare LLC Certificate of Formation and amendments thereto. |
| 3.17* | Behavioral Healthcare LLC Amended and Restated Operating Agreement. |
| 3.18* | Benchmark Behavioral Health System, Inc. Articles of Incorporation and amendments thereto. |
| 3.19* | Amended and Restated Bylaws of Benchmark Behavioral Health System, Inc. |
| 3.20* | BHC Alhambra Hospital, Inc. Charter. |
| 3.21* | Amended and Restated Bylaws of BHC Alhambra Hospital, Inc. |
| 3.22* | BHC Belmont Pines Hospital, Inc. Charter. |
| 3.23* | Amended and Restated Bylaws of BHC Belmont Pines Hospital, Inc. |
| 3.24* | BHC Fairfax Hospital, Inc. Charter. |
| 3.25* | Amended and Restated Bylaws of BHC Fairfax Hospital, Inc. |
| 3.26* | BHC Fox Run Hospital, Inc. Charter. |

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- 3.27* Amended and Restated Bylaws of BHC Fox Run Hospital, Inc.
- 3.28* BHC Fremont Hospital, Inc. Charter.
- 3.29* Amended and Restated Bylaws of BHC Fremont Hospital, Inc.
- 3.30* BHC Health Services of Nevada, Inc. Articles of Incorporation.
- 3.31* Amended and Restated Bylaws of BHC Health Services of Nevada, Inc.
- 3.32* BHC Heritage Oaks Hospital, Inc. Charter.
- 3.33* Amended and Restated Bylaws of BHC Heritage Oaks Hospital, Inc.
- 3.34* BHC Holdings, Inc. Certificate of Incorporation and amendments thereto.
- 3.35* Amended and Restated Bylaws of BHC Holdings, Inc.
- 3.36* BHC Intermountain Hospital, Inc. Charter.
- 3.37* Amended and Restated Bylaws of BHC Intermountain Hospital, Inc.
- 3.38* BHC Mesilla Valley Hospital, LLC Certificate of Formation and amendments thereto.
- 3.39* BHC Mesilla Valley Hospital, LLC Amended and Restated Operating Agreement.
- 3.40* BHC Montevista Hospital, Inc. Articles of Incorporation and amendments thereto.
- 3.41* Amended and Restated Bylaws of BHC Montevista Hospital, Inc.
- 3.42* BHC Northwest Psychiatric Hospital, LLC Certificate of Formation and amendments thereto.
- 3.43* BHC Northwest Psychiatric Hospital, LLC Amended and Restated Operating Agreement.
- 3.44* BHC of Indiana, General Partnership Amended and Restated Agreement of General Partnership

Exhibit

| No. | Description |
|------------|--|
| 3.45* | BHC Pinnacle Pointe Hospital, Inc. Charter. |
| 3.46* | Amended and Restated Bylaws of BHC Pinnacle Pointe Hospital, Inc. |
| 3.47* | BHC Properties, LLC Certificate of Formation. |
| 3.48* | BHC Properties, LLC Amended and Restated Operating Agreement. |
| 3.49* | BHC Sierra Vista Hospital, Inc. Charter. |
| 3.50* | Amended and Restated Bylaws of BHC Sierra Vista Hospital, Inc. |
| 3.51* | BHC Streamwood Hospital, Inc. Charter. |
| 3.52* | Amended and Restated Bylaws of BHC Streamwood Hospital, Inc. |
| 3.53* | Brentwood Acquisition, Inc. Charter. |
| 3.54* | Amended and Restated Bylaws of Brentwood Acquisition, Inc. |
| 3.55* | Brentwood Acquisition-Shreveport, Inc. Certificate of Incorporation and amendments thereto. |
| 3.56* | Amended and Restated Bylaws of Brentwood Acquisition - Shreveport, Inc. |
| 3.57* | Brynn Marr Hospital, Inc. Articles of Incorporation and amendments thereto. |
| 3.58* | Amended and Restated Bylaws of Brynn Marr Hospital, Inc. |
| 3.59* | Canyon Ridge Hospital, Inc. Articles of Incorporation. |
| 3.60* | Amended and Restated Bylaws of Canyon Ridge Hospital, Inc. |
| 3.61* | CCS/Lansing, Inc. Articles of Incorporation. |
| 3.62* | Amended and Restated Bylaws of CCS/Lansing, Inc. |
| 3.63* | Cedar Springs Hospital, Inc. Certificate of Incorporation and amendment thereto. |
| 3.64* | Amended and Restated Bylaws of Cedar Springs Hospital, Inc. |
| 3.65* | Children s Comprehensive Services, Inc. Restated Charter and amendments thereto. |
| 3.66* | Bylaws of Children s Comprehensive Services, Inc. |
| 3.67* | Columbus Hospital Partners, LLC Certificate of Formation. |
| 3.68* | Columbus Hospital Partners, LLC Amended and Restated Operating Agreement. |
| 3.69* | Cumberland Hospital Partners, LLC Certificate of Formation and amendments thereto. |
| 3.70* | Cumberland Hospital Partners, LLC Amended and Restated Operating Agreement. |
| 3.71* | Cumberland Hospital, LLC Articles of Organization and amendments thereto. |
| 3.72* | Cumberland Hospital, LLC Amended and Restated Operating Agreement. |
| 3.73* | Del Amo Hospital, Inc. Articles of Incorporation. |
| 3.74* | Amended and Restated Bylaws of Del Amo Hospital, Inc. |
| 3.75* | Emerald Coast Behavioral Hospital, LLC Certificate of Formation. |
| 3.76* | Emerald Coast Behavioral Hospital, LLC Amended and Restated Operating Agreement. |
| 3.77* | First Hospital Corporation of Virginia Beach Articles of Incorporation and amendments thereto. |
| 3.78* | Amended and Restated Bylaws of First Hospital Corporation of Virginia Beach |
| 3.79* | First Hospital Panamericano, Inc. Certificate of Incorporation and amendments thereto. |
| 3.80* | Amended and Restated Bylaws of First Hospital Panamericano, Inc. |

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- 3.81* Fort Duncan Medical Center, L.P. Certificate of Limited Partnership.
- 3.82* Agreement of Limited Partnership of Fort Duncan Medical Center, L.P.
- 3.83* Frontline Behavioral Health, Inc. Certificate of Incorporation and amendments thereto.
- 3.84* Bylaws of Frontline Behavioral Health, Inc.
- 3.85* Frontline Hospital, LLC Amended and Restated Certificate of Formation.
- 3.86* Frontline Hospital, LLC Amended and Restated Operating Agreement.
- 3.87* Frontline Residential Treatment Center, LLC Amended and Restated Certificate of Formation.
- 3.88* Frontline Residential Treatment Center, LLC Amended and Restated Operating Agreement.
- 3.89* Great Plains Hospital, Inc. Articles of Incorporation.
- 3.90* Amended and Restated Bylaws of Great Plains Hospital, Inc.
- 3.91* H.C. Corporation Articles of Incorporation.
- 3.92* Amended and Restated Bylaws of H.C. Corporation.
- 3.93* Agreement of General Partnership. of H.C. Partnership.
- 3.94* Havenwyck Hospital Inc. Articles of Incorporation and amendments thereto.
- 3.95* Amended and Restated Bylaws of Havenwyck Hospital Inc.
- 3.96* HHC Augusta, Inc. Articles of Incorporation.
- 3.97* Amended and Restated Bylaws of HHC Augusta, Inc.
- 3.98* HHC Conway Investment, Inc. Articles of Incorporation.
- 3.99* Amended and Restated Bylaws of HHC Conway Investment, Inc.
- 3.100* HHC Delaware, Inc. Certificate of Incorporation.
- 3.101* Amended and Restated Bylaws of HHC Delaware, Inc.
- 3.102* HHC Focus Florida, Inc. Articles of Incorporation and amendments thereto.
- 3.103* Amended and Restated Bylaws of HHC Focus Florida, Inc.
- 3.104* HHC Pennsylvania, LLC Certificate of Formation.

Exhibit

| No. | Description |
|--------|---|
| 3.105* | HHC Pennsylvania, LLC Amended and Restated Operating Agreement. |
| 3.106* | HHC Poplar Springs, Inc. Articles of Incorporation. |
| 3.107* | Amended and Restated Bylaws of HHC Poplar Springs, Inc. |
| 3.108* | HHC River Park, Inc. Articles of Incorporation. |
| 3.109* | Amended and Restated Bylaws of HHC River Park, Inc. |
| 3.110* | HHC St. Simons, Inc. Articles of Incorporation. |
| 3.111* | Amended and Restated Bylaws of HHC St. Simons, Inc. |
| 3.112* | Hickory Trail Hospital, L.P. Certificate of Limited Partnership. |
| 3.113* | Amended and Restated Agreement of Limited Partnership of Hickory Trail Hospital, L.P. |
| 3.114* | Holly Hill Hospital, LLC Certificate of Formation. |
| 3.115* | Holly Hill Hospital, LLC Amended and Restated Operating Agreement. |
| 3.116* | Horizon Health Corporation Amended and Restated Certificate of Incorporation. |
| 3.117* | Amended and Restated Bylaws of Horizon Health Corporation. |
| 3.118* | Horizon Health Hospital Services, LLC Certificate of Formation. |
| 3.119* | Horizon Health Hospital Services, LLC Amended and Restated Operating Agreement. |
| 3.120* | Horizon Mental Health Management, LLC Certificate of Formation. |
| 3.121* | Horizon Mental Health Management, LLC Amended and Restated Operating Agreement. |
| 3.122* | HSA Hill Crest Corporation Articles of Incorporation and amendments thereto. |
| 3.123* | Amended and Restated Bylaws of HSA Hill Crest Corporation. |
| 3.124* | Keys Group Holdings LLC Certificate of Formation and amendments thereto. |
| 3.125* | Keys Group Holdings LLC Amended and Restated Operating Agreement. |
| 3.126* | Keystone Continuum, LLC Articles of Organization. |
| 3.127* | Keystone Continuum, LLC Amended and Restated Operating Agreement. |
| 3.128* | Keystone Education and Youth Services, LLC Articles of Organization and amendments thereto. |
| 3.129* | Keystone Education and Youth Services, LLC Amended and Restated Operating Agreement. |
| 3.130* | Keystone Marion, LLC Articles of Organization. |
| 3.131* | Keystone Marion, LLC Amended and Restated Operating Agreement. |
| 3.132* | Keystone Newport News, LLC Articles of Organization. |
| 3.133* | Keystone Newport News, LLC Amended and Restated Operating Agreement. |
| 3.134* | Keystone NPS LLC Articles of Organization and amendments. |
| 3.135* | Keystone NPS LLC Amended and Restated Operating Agreement. |
| 3.136* | Keystone Richland Center, LLC Articles of Organization. |
| 3.137* | Keystone Richland Center, LLC Amended and Restated Operating Agreement. |
| 3.138* | Keystone WSNC, L.L.C. Articles of Organization. |
| 3.139* | Keystone WSNC, L.L.C. Amended and Restated Operating Agreement. |
| 3.140* | Keystone Memphis, LLC Articles of Organization. |

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- 3.141* Keystone Memphis, LLC Amended and Restated Operating Agreement.
- 3.142* Keystone / CCS Partners LLC Certificate of Formation and amendments thereto.
- 3.143* Keystone / CCS Partners LLC Amended and Restated Operating Agreement.
- 3.144* Kids Behavioral Health of Utah, Inc. Articles of Incorporation and amendments thereto.
- 3.145* Amended and Restated Bylaws of Kids Behavioral Health of Utah, Inc.
- 3.146* Kingwood Pines Hospital, LLC Articles of Incorporation and amendments thereto.
- 3.147* Kingwood Pines Hospital, LLC Amended and Restated Operating Agreement.
- 3.148* KMI Acquisition, LLC Certificate of Formation.
- 3.149* KMI Acquisition, LLC Amended and Restated Operating Agreement.
- 3.150* La Amistad Residential Treatment Center, LLC Articles of Organization.
- 3.151* La Amistad Residential Treatment Center, LLC Amended and Restated Operating Agreement.
- 3.152* Lancaster Hospital Corporation Articles of Incorporation.
- 3.153* Bylaws of Lancaster Hospital Corporation.
- 3.154* Laurel Oaks Behavioral Health Center, Inc. Certificate of Incorporation and amendments thereto.
- 3.155* Amended and Restated Bylaws of Laurel Oaks Behavioral Health Center, Inc.
- 3.156* Lebanon Hospital Partners, LLC Certificate of Formation.
- 3.157* Lebanon Hospital Partners, LLC Amended and Restated Operating Agreement.
- 3.158* Manatee Memorial Hospital, L.P. Certificate of Limited Partnership and amendments thereto.
- 3.159* Agreement of Limited Partnership of Manatee Memorial Hospital, L.P.
- 3.160* McAllen Hospitals, L.P. Certificate of Limited Partnership and amendments thereto.
- 3.161* Agreement of Limited Partnership and amendments thereto of McAllen Hospitals, L.P.
- 3.162* McAllen Medical Center, Inc. Certificate of Incorporation and amendments thereto.
- 3.163* Bylaws of McAllen Medical Center, Inc.
- 3.164* Merion Building Management, Inc. Certificate of Incorporation and amendments thereto.

Exhibit

| No. | Description |
|------------|--|
| 3.165* | Bylaws of Merion Building Management, Inc. |
| 3.166* | Merridell Achievement Center, Inc. Articles of Incorporation and amendments thereto.. |
| 3.167* | Amended and Restated Bylaws of Merridell Achievement Center, Inc. |
| 3.168* | Michigan Psychiatric Services, Inc. Articles of Incorporation and amendments thereto. |
| 3.169* | Amended and Restated Bylaws of Michigan Psychiatric Services, Inc. |
| 3.170* | Neuro Institute of Austin, L.P. Certificate of Limited Partnership and amendments thereto. |
| 3.171* | Amended and Restated Agreement of Limited Partnership of Neuro Institute of Austin, L.P. |
| 3.172* | North Spring Behavioral Healthcare, Inc. Charter and amendments thereto. |
| 3.173* | Amended and Restated Bylaws of North Spring Behavioral Healthcare, Inc. |
| 3.174* | Northern Indiana Partners, LLC Certificate of Formation. |
| 3.175* | Northern Indiana Partners, LLC Amended and Restated Operating Agreement. |
| 3.176* | Northwest Texas Healthcare System, Inc. Articles of Incorporation and amendments thereto. |
| 3.177* | Bylaws of Northwest Texas Healthcare System, Inc. |
| 3.178* | Oak Plains Academy of Tennessee, Inc. Charter and amendments thereto. |
| 3.179* | Amended and Restated Bylaws of Oak Plains Academy of Tennessee, Inc. |
| 3.180* | Ocala Behavioral Health, LLC Certificate of Formation and amendments thereto. |
| 3.181* | Ocala Behavioral Health, LLC Amended and Restated Operating Agreement. |
| 3.182* | Palmetto Behavioral Health Holdings, LLC Certificate of Formation and amendments thereto. |
| 3.183* | Palmetto Behavioral Health Holdings, LLC Amended and Restated Operating Agreement. |
| 3.184* | Palmetto Behavioral Health System, L.L.C. Articles of Organization. |
| 3.185* | Palmetto Behavioral Health System, L.L.C. Amended and Restated Operating Agreement. |
| 3.186* | Palmetto Lowcountry Behavioral Health, L.L.C. Articles of Organization. |
| 3.187* | Palmetto Lowcountry Behavioral Health, L.L.C. Amended and Restated Operating Agreement. |
| 3.188* | Park Healthcare Company Charter and amendments thereto. |
| 3.189* | Bylaws of Park Healthcare Company. |
| 3.190* | Pendleton Methodist Hospital, L.L.C. Certificate of Formation. |
| 3.191* | Pendleton Methodist Hospital, L.L.C. Operating Agreement and amendments thereto. |
| 3.192* | Pennsylvania Clinical Schools, Inc. Articles of Incorporation. |
| 3.193* | Amended and Restated Bylaws of Pennsylvania Clinical Schools, Inc. |
| 3.194* | Premier Behavioral Solutions of Florida, Inc. Certificate of Incorporation and amendments thereto. |
| 3.195* | Amended and Restated Bylaws of Premier Behavioral Solutions of Florida, Inc. |
| 3.196* | Premier Behavioral Solutions, Inc. Restated Certificate of Incorporation and amendments thereto. |
| 3.197* | Amended and Restated Bylaws of Premier Behavioral Solutions, Inc. |
| 3.198* | PSI Surety, Inc. Articles of Domestication. |
| 3.199* | Amended and Restated Bylaws of PSI Surety, Inc. |
| 3.200* | PSJ Acquisition, LLC Articles of Organization. |

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- 3.201* PSJ Acquisition, LLC Amended and Restated Operating Agreement.
- 3.202* Psychiatric Solutions Hospitals, LLC Certificate of Formation and amendments thereto.
- 3.203* Psychiatric Solutions Hospitals, LLC Amended and Restated Operating Agreement.
- 3.204* Psychiatric Solutions of Virginia, Inc. Certificate of Incorporation and amendments thereto.
- 3.205* Amended and Restated Bylaws of Psychiatric Solutions of Virginia, Inc.
- 3.206* Psychiatric Solutions, Inc. Amended and Restated Certificate of Incorporation and amendments thereto
- 3.207* Amended and Restated Bylaws of Psychiatric Solutions, Inc.
- 3.208* Ramsay Managed Care, LLC Certificate of Formation.
- 3.209* Ramsay Managed Care, LLC Amended and Restated Operating Agreement.
- 3.210* Ramsay Youth Services of Georgia, Inc. Certificate of Incorporation.
- 3.211* Amended and Restated Bylaws of Ramsay Youth Services of Georgia, Inc.
- 3.212* River Oaks, Inc. Restatement of Restated Articles of Incorporation and amendments thereto.
- 3.213* Amended and Restated Bylaws of River Oaks, Inc.
- 3.214* Riveredge Hospital Holdings, Inc. Certificate of Incorporation and amendments thereto.
- 3.215* Amended and Restated Bylaws of Riveredge Hospital Holdings, Inc.
- 3.216* Rolling Hills Hospital, LLC Articles of Organization.
- 3.217* Rolling Hills Hospital, LLC Amended and Restated Operating Agreement.
- 3.218* Samson Properties, LLC Articles of Organization.
- 3.219* Samson Properties, LLC Amended and Restated Operating Agreement.
- 3.220* Shadow Mountain Behavioral Health System, LLC Certificate of Formation and amendments thereto.
- 3.221* Shadow Mountain Behavioral Health System, LLC Amended and Restated Operating Agreement.
- 3.222* SHC-KPH, LP Certificate of Limited Partnership and amendments thereto.
- 3.223* SHC-KPH, LP Amended and Restated Agreement of Limited Partnership.
- 3.224* Southeastern Hospital Corporation Charter.

Exhibit

| No. | Description |
|--------|--|
| 3.225* | Bylaws of Southeastern Hospital Corporation |
| 3.226* | SP Behavioral, LLC Articles of Organization. |
| 3.227* | SP Behavioral, LLC Amended and Restated Operating Agreement. |
| 3.228* | Sparks Family Hospital, Inc. Articles of Incorporation and amendments thereto. |
| 3.229* | Bylaws of Sparks Family Hospital, Inc. |
| 3.230* | Springfield Hospital, Inc. Certificate of Incorporation. |
| 3.231* | Amended and Restated Bylaws of Springfield Hospital, Inc. |
| 3.232* | Stonington Behavioral Health, Inc. Certificate of Incorporation. |
| 3.233* | Amended and Restated Bylaws of Stonington Behavioral Health, Inc. |
| 3.234* | Summit Oaks Hospital, Inc. Certificate of Incorporation and amendments thereto. |
| 3.235* | Amended and Restated Bylaws of Summit Oaks Hospital, Inc. |
| 3.236* | Sunstone Behavioral Health, LLC Certificate of Formation. |
| 3.237* | Sunstone Behavioral Health, LLC Amended and Restated Operating Agreement. |
| 3.238* | TBD Acquisition, LLC Certificate of Formation and amendments thereto. |
| 3.239* | TBD Acquisition, LLC Amended and Restated Operating Agreement. |
| 3.240* | TBJ Behavioral Center, LLC Certificate of Formation and amendments thereto. |
| 3.241* | TBJ Behavioral Center, LLC Amended and Restated Operating Agreement. |
| 3.242* | Tennessee Clinical Schools, LLC Articles of Organization. |
| 3.243* | Tennessee Clinical Schools, LLC Amended and Restated Operating Agreement. |
| 3.244* | Texas Cypress Creek Hospital, L.P. Certificate of Limited Partnership and amendments thereto. |
| 3.245* | Amended and Restated Agreement of Limited Partnership of Texas Cypress Creek Hospital, L.P. |
| 3.246* | Texas Hospital Holdings, Inc. Certificate of Incorporation and amendments thereto. |
| 3.247* | Texas Hospital Holdings, Inc. Amended and Restated Bylaws. |
| 3.248* | Texas Laurel Ridge Hospital, L.P. Certificate of Limited Partnership. |
| 3.249* | Amended and Restated Agreement of Limited Partnership of Texas Laurel Ridge Hospital, L.P. |
| 3.250* | Texas San Marcos Treatment Center, L.P. Certificate of Limited Partnership. |
| 3.251* | Amended and Restated Agreement of Limited Partnership of Texas San Marcos Treatment Center, L.P. |
| 3.252* | Texas West Oaks Hospital, L.P. Certificate of Limited Partnership and amendments thereto. |
| 3.253* | Amended and Restated Agreement of Limited Partnership of Texas West Oaks Hospital, L.P. |
| 3.254* | The Arbour, Inc. Articles of Organization and amendments thereto. |
| 3.255* | Amended and Restated Bylaws of The Arbour, Inc. |
| 3.256* | The Bridgeway, Inc. Articles of Incorporation and amendments thereto. |
| 3.257* | Amended and Restated Bylaws of The Bridgeway, Inc. |
| 3.258* | The National Deaf Academy, LLC Articles of Organization and amendments thereto. |
| 3.259* | The National Deaf Academy, LLC Amended and Restated Operating Agreement. |
| 3.260* | The Pines Residential Treatment Center, Inc. Articles of Incorporation and amendments thereto. |

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- 3.261* Amended and Restated Bylaws of The Pines Residential Treatment Center, Inc.
- 3.262* Three Rivers Behavioral Health, LLC Restated Articles of Organization.
- 3.263* Three Rivers Behavioral Health, LLC Amended and Restated Operating Agreement.
- 3.264* Three Rivers Healthcare Group, LLC Restated Articles of Organization.
- 3.265* Three Rivers Healthcare Group, LLC Amended and Restated Operating Agreement.
- 3.266* Toledo Holding Co., LLC Certificate of Formation.
- 3.267* Toledo Holding Co., LLC Amended and Restated Operating Agreement.
- 3.268* Turning Point Care Center, Inc. Articles of Incorporation and amendments thereto.
- 3.269* Amended and Restated Bylaws of Turning Point Care Center, Inc.
- 3.270* Two Rivers Psychiatric Hospital, Inc. Certificate of Incorporation and amendments thereto.
- 3.271* Amended and Restated Bylaws of Two Rivers Psychiatric Hospital, Inc.
- 3.272* UHS Children Services, Inc. Certificate of Incorporation.
- 3.273* Bylaws of UHS Children Services, Inc.
- 3.274* UHS Holding Company, Inc. Articles of Incorporation.
- 3.275* Bylaws of UHS Holding Company, Inc.
- 3.276 UHS Kentucky Holdings, L.L.C. Certificate of Formation and amendments thereto.
- 3.277 UHS Kentucky Holdings, L.L.C. Amended and Restated Operating Agreement.
- 3.278 UHS of Anchor, L.P. Certificate of Limited Partnership and amendments thereto.
- 3.279 Agreement of Limited Partnership of UHS of Anchor, L.P.
- 3.280 UHS of Benton, Inc. Certificate of Incorporation.
- 3.281 Amended and Restated Bylaws of UHS of Benton, Inc.
- 3.282 UHS of Bowling Green, LLC Certificate of Formation and amendments thereto.
- 3.283 UHS of Bowling Green, LLC Amended and Restated Operating Agreement.
- 3.284 UHS of Centennial Peaks, L.L.C. Certificate of Formation.

Exhibit

| No. | Description |
|------------|--|
| 3.285 | UHS of Centennial Peaks, L.L.C. Amended and Restated Operating Agreement. |
| 3.286 | UHS of Cornerstone Holdings, Inc. Certificate of Incorporation. |
| 3.287 | UHS of Cornerstone Holdings, Inc. Bylaws |
| 3.288 | UHS of Cornerstone, Inc. Certificate of Incorporation. |
| 3.289 | UHS of Cornerstone, Inc. Bylaws |
| 3.290 | UHS of D.C., Inc. Certificate of Incorporation. |
| 3.291 | Bylaws of UHS of D.C., Inc. |
| 3.292 | UHS of Delaware, Inc. Certificate of Incorporation and amendments thereto. |
| 3.293 | Bylaws of UHS of Delaware, Inc. |
| 3.294 | UHS of Denver, Inc. Certificate of Incorporation. |
| 3.295 | Amended and Restated Bylaws of UHS of Denver, Inc. |
| 3.296 | UHS of Dover, L.L.C. Certificate of Formation. |
| 3.297 | UHS of Dover, L.L.C. Amended and Restated Operating Agreement. |
| 3.298 | UHS of Doylestown, L.L.C. Certificate of Formation. |
| 3.299 | UHS of Doylestown, L.L.C. Amended and Restated Operating Agreement. |
| 3.300 | UHS of Fairmount, Inc. Certificate of Incorporation. |
| 3.301 | Amended and Restated Bylaws of UHS of Fairmount, Inc. |
| 3.302 | UHS of Fuller, Inc. Articles of Organization. |
| 3.303 | Amended and Restated Bylaws of UHS of Fuller, Inc. |
| 3.304 | UHS of Georgia Holdings, Inc. Certificate of Incorporation. |
| 3.305 | Bylaws of UHS of Georgia Holdings, Inc. |
| 3.306 | UHS of Georgia, Inc. Certificate of Incorporation. |
| 3.307 | Bylaws of UHS of Georgia, Inc. |
| 3.308 | UHS of Greenville, Inc. Certificate of Incorporation. |
| 3.309 | Amended and Restated Bylaws of UHS of Greenville, Inc. |
| 3.310 | UHS of Hampton, Inc. Certificate of Incorporation. |
| 3.311 | Amended and Restated Bylaws of UHS of Hampton, Inc. |
| 3.312 | UHS of Hartgrove, Inc. Articles of Incorporation. |
| 3.313 | Amended and Restated Bylaws of UHS of Hartgrove, Inc. |
| 3.314 | UHS of Lakeside, LLC Certificate of Formation. |
| 3.315 | UHS of Lakeside, LLC Amended and Restated Operating Agreement. |
| 3.316 | UHS of Laurel Heights, L.P. Certificate of Limited Partnership. |
| 3.317 | Agreement of Limited Partnership of UHS of Laurel Heights, L.P. |
| 3.318 | UHS of New Orleans, Inc. Articles of Incorporation. |
| 3.319 | Bylaws of UHS of New Orleans, Inc. |
| 3.320 | UHS of Oklahoma, Inc. Certificate of Incorporation and amendments thereto. |

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- 3.321 Bylaws of UHS of Oklahoma, Inc.
- 3.322 UHS of Parkwood, Inc. Certificate of Incorporation.
- 3.323 Amended and Restated Bylaws of UHS of Parkwood, Inc.
- 3.324 UHS of Peachford, L.P. Certificate of Limited Partnership.
- 3.325 Agreement of Limited Partnership of UHS of Peachford, L.P.
- 3.326 UHS of Pennsylvania, Inc. Articles of Incorporation.
- 3.327 Amended and Restated Bylaws of UHS of Pennsylvania, Inc.
- 3.328 UHS of Provo Canyon, Inc. Certificate of Incorporation and amendments thereto.
- 3.329 Amended and Restated Bylaws of UHS of Provo Canyon, Inc.
- 3.330 UHS of Puerto Rico, Inc. Certificate of Incorporation and amendments thereto.
- 3.331 Amended and Restated Bylaws of UHS of Puerto Rico, Inc.
- 3.332 UHS of Ridge, LLC Certificate of Formation.
- 3.333 UHS of Ridge, LLC Amended and Restated Operating Agreement.
- 3.334 UHS of River Parishes, Inc. Articles of Incorporation and amendments thereto.
- 3.335 Bylaws of UHS of River Parishes, Inc.
- 3.336 UHS of Rockford, LLC Certificate of Formation.
- 3.337 UHS of Rockford, LLC Amended and Restated Operating Agreement.
- 3.338 UHS of Salt Lake City, L.L.C. Certificate of Formation.
- 3.339 UHS of Salt Lake City, L.L.C. Amended and Restated Operating Agreement.
- 3.340 UHS of Savannah, L.L.C. Certificate of Formation.
- 3.341 UHS of Savannah, L.L.C. Amended and Restated Operating Agreement.
- 3.342 UHS of Spring Mountain, Inc. Certificate of Incorporation.
- 3.343 Amended and Restated Bylaws of UHS of Spring Mountain, Inc.
- 3.344 UHS of Springwoods, L.L.C. Certificate of Formation.

Exhibit

| No. | Description |
|------------|---|
| 3.345 | UHS of Springwoods, L.L.C. Amended and Restated Operating Agreement. |
| 3.346 | UHS of Summitridge, L.L.C. Certificate of Formation. |
| 3.347 | UHS of Summitridge, L.L.C. Amended and Restated Operating Agreement. |
| 3.348 | UHS of Texoma, Inc. Certificate of Incorporation. |
| 3.349 | Bylaws of UHS of Texoma, Inc. |
| 3.350 | UHS of Timberlawn, Inc. Articles of Incorporation and amendments thereto. |
| 3.351 | Amended and Restated Bylaws of UHS of Timberlawn, Inc. |
| 3.352 | UHS of Timpanogos, Inc. Certificate of Incorporation. |
| 3.353 | Amended and Restated Bylaws of UHS of Timpanogos, Inc. |
| 3.354 | UHS of Westwood Pembroke, Inc. Articles of Organization and amendments thereto. |
| 3.355 | Amended and Restated Bylaws of UHS of Westwood Pembroke, Inc. |
| 3.356 | UHS of Wyoming, Inc. Certificate of Incorporation. |
| 3.357 | Amended and Restated Bylaws of UHS of Wyoming, Inc. |
| 3.358 | UHS of Oklahoma City LLC Articles of Organization and amendments thereto. |
| 3.359 | UHS of Oklahoma City LLC Operating Agreement. |
| 3.360 | UHS Sahara, Inc. Certificate of Incorporation. |
| 3.361 | Amended and Restated Bylaws of UHS Sahara, Inc. |
| 3.362 | UHS-Corona, Inc. Certificate of Incorporation and amendments thereto. |
| 3.363 | Bylaws of UHS-Corona, Inc. |
| 3.364 | United Healthcare of Hardin, Inc. Charter and amendments thereto. |
| 3.365 | Amended and Restated Bylaws of United Healthcare of Hardin, Inc. |
| 3.366 | Universal Health Services of Palmdale, Inc. Certificate of Incorporation. |
| 3.367 | Amended and Restated Bylaws of Universal Health Services of Palmdale, Inc. |
| 3.368 | Universal Health Services of Rancho Springs, Inc. Articles of Incorporation and amendments thereto. |
| 3.369 | Amended and Restated Bylaws of Universal Health Services of Rancho Springs, Inc. |
| 3.370 | University Behavioral, LLC Articles of Organization and amendments thereto. |
| 3.371 | University Behavioral, LLC Amended and Restated Operating Agreement. |
| 3.372 | Valle Vista Hospital Partners, LLC Certificate of Formation. |
| 3.373 | Valle Vista Hospital Partners, LLC Amended and Restated Operating Agreement. |
| 3.374 | Valle Vista, LLC Certificate of Formation and amendments thereto. |
| 3.375 | Valle Vista, LLC Amended and Restated Operating Agreement. |
| 3.376 | Valley Hospital Medical Center, Inc. Articles of Incorporation and amendments thereto. |
| 3.377 | Bylaws of Valley Hospital Medical Center, Inc. |
| 3.378 | Wekiva Springs Center, LLC Certificate of Formation and amendments thereto. |
| 3.379 | Wekiva Springs Center, LLC Amended and Restated Operating Agreement. |
| 3.380 | Wellington Regional Medical Center, Incorporated Articles of Incorporation and amendments thereto. |

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- 3.381 Amended and Restated Bylaws Wellington Regional Medical Center, Incorporated
- 3.382 Wellstone Regional Hospital Acquisition, LLC Certificate of Formation and amendments thereto.
- 3.383 Wellstone Regional Hospital Acquisition, LLC Amended and Restated Operating Agreement.
- 3.384 Willow Springs, LLC Certificate of Formation and amendments thereto.
- 3.385 Willow Springs, LLC Amended and Restated Operating Agreement.
- 3.386 Windmoor Healthcare Inc. Articles of Incorporation.
- 3.387 Amended and Restated Bylaws Windmoor Healthcare Inc.
- 3.388 Windmoor Healthcare of Pinellas Park, Inc. Certificate of Incorporation and amendments thereto.
- 3.389 Amended and Restated Bylaws Windmoor Healthcare of Pinellas Park, Inc.
- 3.390 Zeus Endeavors, LLC Articles of Organization.
- 3.391 Zeus Endeavors, LLC Amended and Restated Operating Agreement.
- 4.1 Indenture, dated as of September 29, 2010, between UHS, as successor by merger to UHS Escrow Corporation, and Union Bank, N.A., as Trustee (the Indenture), previously filed as Exhibit 4.1 to UHS's Current Report on Form 8-K dated October 5, 2010, is incorporated herein by reference.
- 4.2 Supplemental Indenture to the Indenture, dated as of November 15, 2010, between UHS, as successor by merger to UHS Escrow Corporation, the subsidiary guarantors party thereto and Union Bank, N.A., as Trustee, relating to the \$250,000,000 aggregate principal amount of UHS's 7% Senior Notes due 2018, previously filed as Exhibit 4.1 to UHS's Current Report on Form 8-K dated November 17, 2010, is incorporated herein by reference.
- 4.3 Form of 7% Senior Note due 2018 (contained in Indenture filed as Exhibit 4.1 to this Registration Statement).
- 5.1* Opinion of Fulbright & Jaworski L.L.P.
- 5.2* Opinion of Matthew D. Klein, Vice President and General Counsel of UHS.

Exhibit

| No. | Description |
|-------|--|
| 10.1 | Registration Rights Agreement, dated as of September 29, 2010, among Universal Health Services, Inc., certain of its subsidiaries, UHS Escrow Corporation, and J.P. Morgan Securities LLC, for itself and as representative of the several initial purchasers of the Senior Notes, previously filed as Exhibit 4.3 to UHS's Current Report on Form 8-K dated October 5, 2010, is incorporated herein by reference. |
| 12.1* | Statement of Computation of Ratio of Earnings to Fixed Charges. |
| 23.1* | Consent of PricewaterhouseCoopers LLP. |
| 23.2* | Consent of Fulbright & Jaworski L.L.P. (included in Exhibit 5.1). |
| 23.3* | Consent of Matthew D. Klein, Vice President and General Counsel of UHS (included in Exhibit 5.2). |
| 23.4* | Consent of Ernst & Young LLP. |
| 24.1* | Powers of Attorney (included on signature pages). |
| 25.1* | Form T-1 Statement of Eligibility under the Trust Indenture Act of 1939 of Union Bank, N.A. to act as trustee under the Indenture. |
| 99.1* | Form of Letter of Transmittal. |
| 99.2* | Form of Notice of Guaranteed Delivery. |
| 99.3* | Form of Letter to DTC Participants. |
| 99.4* | Form of Letter to Beneficial Holders. |

* Previously filed

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant has duly caused this Amendment No. 2 to the registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of King of Prussia, Commonwealth of Pennsylvania, on April 1, 2011.

UNIVERSAL HEALTH SERVICES, INC.

By: */s/ ALAN B. MILLER*
Alan B. Miller

Chairman of the Board and

Chief Executive Officer

Pursuant to the requirements of the Securities Act of 1933, this Amendment No. 2 to the registration statement has been signed below by the following persons in the capacities and on the dates indicated.

| Signatures | Title | Date |
|--|--|---------------|
| <i>/s/ ALAN B. MILLER</i> Alan B. Miller | Chairman of the Board and Chief Executive Officer <i>(Principal Executive Officer)</i> | April 1, 2011 |
| <i>/s/ MARC D. MILLER</i> Marc D. Miller | Director and President | April 1, 2011 |
| * | Director | April 1, 2011 |
| Leatrice Ducat | | |
| * | Director | April 1, 2011 |
| John H. Herrell | | |
| * | Director | April 1, 2011 |
| Robert H. Hotz | | |
| * | Director | April 1, 2011 |
| Anthony Pantaleoni | | |
| | Director | |
| Rick Santorum | | |
| * | Director | April 1, 2011 |
| Daniel B. Silvers | | |
| <i>/s/ STEVE FILTON</i> | Senior Vice President, Chief Financial Officer, Chief Accounting Officer and Secretary | April 1, 2011 |

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Steve Filton

(Principal Financial Officer and Principal Accounting Officer)

*By

/s/ ALAN B. MILLER
Alan B. Miller

As Attorney-in-Fact

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SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, each of the registrants has duly caused this Amendment No. 2 to the registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of King of Prussia, Commonwealth of Pennsylvania, on April 1, 2011.

ASSOCIATED CHILD CARE EDUCATIONAL SERVICES, INC.

CCS/LANSING, INC.

CHILDREN S COMPREHENSIVE SERVICES, INC.

DEL AMO HOSPITAL, INC.

FRONTLINE BEHAVIORAL HEALTH, INC.

MERRIDELL ACHIEVEMENT CENTER, INC.

OAK PLAINS ACADEMY OF TENNESSEE, INC.

PARK HEALTHCARE COMPANY

PENNSYLVANIA CLINICAL SCHOOLS, INC.

RIVER OAKS, INC.

SOUTHEASTERN HOSPITAL CORPORATION

STONINGTON BEHAVIORAL HEALTH, INC.

THE ARBOUR, INC.

THE BRIDGEWAY, INC.

TURNING POINT CARE CENTER, INC.

TWO RIVERS PSYCHIATRIC HOSPITAL, INC.

UHS CHILDREN SERVICES, INC.

UHS OF BENTON, INC.

UHS OF DENVER, INC.

UHS OF FAIRMOUNT, INC.

UHS OF FULLER, INC.

UHS OF GEORGIA, INC.

UHS OF GEORGIA HOLDINGS, INC.

UHS OF GREENVILLE, INC.

UHS OF HAMPTON, INC.

UHS OF HARTGROVE, INC.

UHS OF LAKESIDE, LLC

UHS OF PARKWOOD, INC.

UHS OF PENNSYLVANIA, INC.

UHS OF PROVO CANYON, INC.

UHS OF SPRING MOUNTAIN, INC.

UHS OF TIMBERLAWN, INC.

UHS OF TIMPANOGOS, INC.

UHS OF WESTWOOD PEMBROKE, INC.

UHS OF WYOMING, INC.

UHS SAHARA, INC.

UNITED HEALTHCARE OF HARDIN, INC.

By:
Name:
Title:
FRONTLINE HOSPITAL, LLC

/s/ STEVE FILTON
Steve Filton
Vice President

FRONTLINE RESIDENTIAL TREATMENT CENTER, LLC

By: Frontline Behavioral Health, Inc.

Its sole member

By:
Name:
Title:
KEYS GROUP HOLDINGS LLC

/s/ STEVE FILTON
Steve Filton
Vice President

By: UHS Children Services, Inc.

Its sole member

By:
Name:
Title:
KEYSTONE/CCS PARTNERS LLC

/s/ STEVE FILTON
Steve Filton
Vice President

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By: Children s Comprehensive Services, Inc.

Its Minority Member

By: KEYS Group Holdings LLC

Its Managing Member and sole member of the minority member

By: UHS Children Services, Inc.

Its sole member

By: /s/ STEVE FILTON
Name: **Steve Filton**
Title: **Vice President**

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KEYSTONE CONTINUUM, LLC

KEYSTONE NPS LLC

KEYSTONE RICHLAND CENTER, LLC

By: Keystone/CCS Partners LLC

Its managing member

By: Children's Comprehensive Services, Inc.

Its minority member

By: KEYS Group Holdings LLC

Its managing member and sole member of the minority member

By: UHS Children Services, Inc.

Its sole member

By: /s/ STEVE FILTON
Name: **Steve Filton**
Title: **Vice President**

KEYSTONE EDUCATION AND YOUTH SERVICES, LLC

By: KEYS Group Holdings LLC

Its managing member

By: UHS Children Services, Inc.

Its sole member

By: /s/ STEVE FILTON
Name: **Steve Filton**
Title: **Vice President**

UHS OF SAVANNAH, L.L.C.

By: UHS of Georgia Holdings, Inc.

Its sole member

By: /s/ STEVE FILTON
Name: **Steve Filton**
Title: **Vice President**

KEYSTONE MARION, LLC

KEYSTONE MEMPHIS, LLC

KEYSTONE NEWPORT NEWS, LLC

KEYSTONE WSNC, L.L.C.

By: Keystone Education and Youth Services, LLC

Its managing member

By: KEYS Group Holdings LLC

Its managing member

By: UHS Children Services, Inc.

Its sole member

By: /s/ STEVE FILTON
Name: **Steve Filton**
Title: **Vice President**

UHS OF CENTENNIAL PEAKS, L.L.C.

By: UHS of Denver, Inc.

Its sole member

By: /s/ STEVE FILTON
Name: **Steve Filton**
Title: **Vice President**

UHS OF DOYLESTOWN, L.L.C.

By: UHS of Pennsylvania, Inc.

Its sole member

By: /s/ STEVE FILTON
Name: **Steve Filton**
Title: **Vice President**

UHS OF SALT LAKE CITY, L.L.C.

By: UHS of Provo Canyon, Inc.

Its sole member

By: /s/ STEVE FILTON
Name: **Steve Filton**
Title: **Vice President**

UHS OF SUMMITRIDGE, LLC

By: UHS of Peachford, L.P,

Its managing member

By: UHS of Georgia, Inc.

Its general partner

By: /s/ STEVE FILTON
 Name: **Steve Filton**
 Title: **Vice President**

UHS OF ANCHOR, L.P.

UHS OF LAUREL HEIGHTS, L.P.

UHS OF PEACHFORD, L.P.

By: UHS of Georgia, Inc.

Its general partner

By: /s/ STEVE FILTON
 Name: **Steve Filton**
 Title: **Vice President**

Pursuant to the requirements of the Securities Act of 1933, this Amendment No. 2 to the registration statement has been signed by the following persons in the capacities and on the dates indicated.

| Name | Title | Date |
|------------------------|--|---------------|
| /s/ ALAN B. MILLER | President (Principal Executive Officer), | April 1, 2011 |
| Alan B. Miller | Director | |
| /s/ STEVE FILTON | Vice President (Principal Financial and Accounting Officer), | April 1, 2011 |
| Steve Filton | Director | |
| * | Director | April 1, 2011 |
| Debra K. Osteen | | |

*By /s/ STEVE FILTON
Steve Filton
As Attorney-in-Fact

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, each of the registrants has duly caused this Amendment No. 2 to the registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of King of Prussia, Commonwealth of Pennsylvania, on April 1, 2011.

AIKEN REGIONAL MEDICAL CENTERS, INC.

AUBURN REGIONAL MEDICAL CENTER, INC.

LANCASTER HOSPITAL CORPORATION

MCALLEN MEDICAL CENTER, INC.

MERION BUILDING MANAGEMENT, INC.

NORTHWEST TEXAS HEALTHCARE SYSTEM, INC.

SPARKS FAMILY HOSPITAL, INC.

UHS HOLDING COMPANY, INC.

UHS OF CORNERSTONE, INC.

UHS OF CORNERSTONE HOLDINGS, INC.

UHS OF D.C., INC.

UHS OF DELAWARE, INC.

UHS OF NEW ORLEANS, INC.

UHS OF OKLAHOMA, INC.

UHS OF PUERTO RICO, INC.

UHS OF RIVER PARISHES, INC.

UHS OF TEXOMA, INC.

UHS-CORONA, INC.

UNIVERSAL HEALTH SERVICES OF PALMDALE, INC.

UNIVERSAL HEALTH SERVICES OF RANCHO SPRINGS, INC.

VALLEY HOSPITAL MEDICAL CENTER, INC.

WELLINGTON REGIONAL MEDICAL CENTER, INCORPORATED

By: /s/ STEVE FILTON
Name: Steve Filton
Title: Vice President

MANATEE MEMORIAL HOSPITAL, L.P.

By: Wellington Regional Medical Center, Incorporated

Its general partner

By: /s/ STEVE FILTON
Name: **Steve Filton**
Title: **Vice President**
MCALLEN HOSPITALS, L.P.

By: McAllen Medical Center, Inc.

Its general partner

By: /s/ STEVE FILTON
Name: **Steve Filton**
Title: **Vice President**

PENDLETON METHODIST HOSPITAL, L.L.C.

By: UHS of River Parishes, Inc.

Its managing member

By: /s/ STEVE FILTON
Name: **Steve Filton**
Title: **Vice President**

UHS KENTUCKY HOLDINGS, L.L.C.

By: UHS of Delaware, Inc.

Its managing member

By: /s/ STEVE FILTON
Name: **Steve Filton**
Title: **Vice President**

UHS OKLAHOMA CITY LLC

UHS OF SPRINGWOODS, L.L.C.

By: UHS of New Orleans, Inc.

Its sole member

By: /s/ STEVE FILTON
Name: **Steve Filton**
Title: **Vice President**

FORT DUNCAN MEDICAL CENTER, L.P.

By: Fort Duncan Medical Center, Inc.

Its general partner

By: /s/ STEVE FILTON
Name: **Steve Filton**
Title: **Vice President**

Pursuant to the requirements of the Securities Act of 1933, this Amendment No. 2 to the registration statement has been signed by the following persons in the capacities and on the dates indicated.

| Name | Title | Date |
|---|--|---------------|
| /s/ ALAN B. MILLER Alan B. Miller | President (Principal Executive Officer), Director | April 1, 2011 |
| /s/ STEVE FILTON Steve Filton | Vice President (Principal Accounting and Financial Officer), Director | April 1, 2011 |
| /s/ MARC D. MILLER Marc D. Miller | Vice President, Director | April 1, 2011 |

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, each of the registrants has duly caused this Amendment No. 2 to the registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of King of Prussia, Commonwealth of Pennsylvania, on April 1, 2011.

ALLIANCE HEALTH CENTER, INC.

ALTERNATIVE BEHAVIORAL SERVICES, INC.

BENCHMARK BEHAVIORAL HEALTH SYSTEM, INC.

BHC ALHAMBRA HOSPITAL, INC.

BHC BELMONT PINES HOSPITAL, INC.

BHC FAIRFAX HOSPITAL, INC.

BHC FOX RUN HOSPITAL, INC.

BHC FREMONT HOSPITAL, INC.

BHC HEALTH SERVICES OF NEVADA, INC.

BHC HERITAGE OAKS HOSPITAL, INC.

BHC HOLDINGS, INC.

BHC INTERMOUNTAIN HOSPITAL, INC.

BHC MONTEVISTA HOSPITAL, INC.

BHC PINNACLE POINTE HOSPITAL, INC.

BHC SIERRA VISTA HOSPITAL, INC.

BHC STREAMWOOD HOSPITAL, INC.

BRENTWOOD ACQUISITION, INC.

BRENTWOOD ACQUISITION-SHREVEPORT, INC.

BRYNN MARR HOSPITAL, INC.

CANYON RIDGE HOSPITAL, INC.

CEDAR SPRINGS HOSPITAL, INC.

FIRST HOSPITAL CORPORATION OF VIRGINIA BEACH

FIRST HOSPITAL PANAMERICANO, INC.

GREAT PLAINS HOSPITAL, INC.

H. C. CORPORATION

HAVENWYCK HOSPITAL INC.

HHC AUGUSTA, INC.

HHC CONWAY INVESTMENT, INC.

HHC DELAWARE, INC.

HHC FOCUS FLORIDA, INC.

HHC POPLAR SPRINGS, INC.

HHC RIVER PARK, INC.

HHC ST. SIMONS, INC.

HORIZON HEALTH CORPORATION

HSA HILL CREST CORPORATION

KIDS BEHAVIORAL HEALTH OF UTAH, INC.

LAUREL OAKS BEHAVIORAL HEALTH CENTER, INC.

MICHIGAN PSYCHIATRIC SERVICES, INC.

NORTH SPRING BEHAVIORAL HEALTHCARE, INC.

PREMIER BEHAVIORAL SOLUTIONS OF FLORIDA, INC.

PREMIER BEHAVIORAL SOLUTIONS, INC.

PSI SURETY, INC.

PSYCHIATRIC SOLUTIONS, INC.

PSYCHIATRIC SOLUTIONS OF VIRGINIA, INC.

RAMSAY YOUTH SERVICES OF GEORGIA, INC.

RIVEREDGE HOSPITAL HOLDINGS, INC.

SPRINGFIELD HOSPITAL, INC.

SUMMIT OAKS HOSPITAL, INC.

TEXAS HOSPITAL HOLDINGS, INC.

THE PINES RESIDENTIAL TREATMENT CENTER, INC.

WINDMOOR HEALTHCARE INC.

WINDMOOR HEALTHCARE OF PINELLAS PARK, INC.

By: /s/ STEVE FILTON
Name: **Steve Filton**
Title: **Vice President**
ATLANTIC SHORES HOSPITAL, L.L.C.

EMERALD COAST BEHAVIORAL HOSPITAL, LLC

OCALA BEHAVIORAL HEALTH, LLC

PALMETTO BEHAVIORAL HEALTH HOLDINGS, LLC

RAMSAY MANAGED CARE, LLC

SAMSON PROPERTIES, LLC

TBJ BEHAVIORAL CENTER, LLC

THREE RIVERS HEALTHCARE GROUP, LLC

WEKIVA SPRINGS CENTER, LLC

ZEUS ENDEAVORS, LLC

By: Premier Behavioral Solutions, Inc.

Its Sole Member

By: /s/ STEVE FILTON
Name: **Steve Filton**
Title: **Vice President**

BEHAVIORAL HEALTHCARE, LLC

By: BHC Holdings, Inc.

Its Sole Member

By: /s/ STEVE FILTON
Name: **Steve Filton**
Title: **Vice President**

BHC MESILLA VALLEY HOSPITAL, LLC

**BHC NORTHWEST PSYCHIATRIC HOSPITAL,
LLC**

CUMBERLAND HOSPITAL PARTNERS, LLC

By: BHC Properties, LLC

Its Sole Member

By: Behavioral Healthcare LLC

Its Sole Member

By: BHC Holdings, Inc.

Its Sole Member

By: /s/ STEVE FILTON
Name: **Steve Filton**
Title: **Vice President**

BHC OF INDIANA, GENERAL PARTNERSHIP

By: Columbus Hospital Partners, LLC

Its General Partner

By: Lebanon Hospital Partners, LLC

Its General Partner

By: Northern Indiana Partners, LLC

Its General Partner

By: Valle Vista Hospital Partners, LLC

Its General Partner

By: BHC Healthcare, LLC

The Sole Member of each of the above General
Partners

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By: BHC Holdings, Inc.

Its Sole Member

By: /s/ STEVE FILTON
Name: **Steve Filton**
Title: **Vice President**

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BHC PROPERTIES, LLC

COLUMBUS HOSPITAL PARTNERS, LLC

HOLLY HILL HOSPITAL, LLC

LEBANON HOSPITAL PARTNERS, LLC

NORTHERN INDIANA PARTNERS, LLC

VALLE VISTA HOSPITAL PARTNERS, LLC

By: Behavioral Healthcare LLC

Its Sole Member

By: BHC Holdings, Inc.

Its Sole Member

By: /s/ STEVE FILTON
Name: **Steve Filton**
Title: **Vice President**

CUMBERLAND HOSPITAL, LLC

By: Cumberland Hospital Partners, LLC

Its Managing Member

By: BHC Properties, LLC

Its Minority Member and Sole Member of the Managing Member

By: Behavioral Healthcare LLC

Its Sole Member

By: BHC Holdings, Inc.

Its Sole Member

By: /s/ STEVE FILTON
Name: **Steve Filton**
Title: **Vice President**

H.C. PARTNERSHIP

By: H.C. Corporation

Its General Partner

By: /s/ STEVE FILTON
Name: **Steve Filton**
Title: **Vice President**

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By: HSA Hill Crest Corporation

Its General Partner

By: /s/ STEVE FILTON
Name: **Steve Filton**
Title: **Vice President**

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HHC PENNSYLVANIA, LLC

KINGWOOD PINES HOSPITAL, LLC

TOLEDO HOLDING CO., LLC

By: Horizon Health Hospital Services, LLC

Its Sole Member

By: Horizon Health Corporation

Its Sole Member

By: /s/ STEVE FILTON
Name: Steve Filton
Title: Vice President

HICKORY TRAIL HOSPITAL, L.P.

NEURO INSTITUTE OF AUSTIN, L.P.

TEXAS CYPRESS CREEK HOSPITAL, L.P.

TEXAS LAUREL RIDGE HOSPITAL, L.P.

**TEXAS SAN MARCOS TREATMENT CENTER,
L.P.**

TEXAS WEST OAKS HOSPITAL, L.P.

By: Texas Hospital Holdings, LLC

Its General Partner

By: Psychiatric Solutions Hospitals, LLC

Its Sole Member

By: Psychiatric Solutions, Inc.

Its Sole Member

By: /s/ STEVE FILTON
Name: Steve Filton
Title: Vice President

HORIZON HEALTH HOSPITAL SERVICES, LLC

**HORIZON MENTAL HEALTH MANAGEMENT,
LLC**

SUNSTONE BEHAVIORAL HEALTH, LLC

By: Horizon Health Corporation

Its Sole Member

By: /s/ STEVE FILTON
Name: **Steve Filton**
Title: **Vice President**

KMI ACQUISITION, LLC

ROLLING HILLS HOSPITAL, LLC

PSJ ACQUISITION, LLC

**SHADOW MOUNTAIN BEHAVIORAL HEALTH
SYSTEM, LLC**

TBD ACQUISITION, LLC

By: Psychiatric Solutions Hospitals, LLC

Its Sole Member

By: Psychiatric Solutions, Inc.

Its Sole Member

By: /s/ STEVE FILTON
Name: **Steve Filton**
Title: **Vice President**

**PALMETTO BEHAVIORAL HEALTH SYSTEM,
L.L.C.**

By: Palmetto Behavioral Health Holdings, LLC

Its Sole Member

By: Premier Behavioral Solutions, Inc.

Its Sole Member

By: /s/ STEVE FILTON
Name: **Steve Filton**
Title: **Vice President**

PALMETTO LOWCOUNTRY BEHAVIORAL HEALTH, L.L.C.

By: Palmetto Behavioral Health System, L.L.C.

Its Sole Member

By: Palmetto Behavioral Health Holdings, LLC

Its Sole Member

By: Premier Behavioral Solutions, Inc.

Its Sole Member

By: /s/ STEVE FILTON
Name: **Steve Filton**
Title: **Vice President**

PSYCHIATRIC SOLUTIONS HOSPITALS, LLC

By: Psychiatric Solutions, Inc.

Its Sole Member

By: /s/ STEVE FILTON
Name: **Steve Filton**
Title: **Vice President**

THREE RIVERS BEHAVIORAL HEALTH, LLC

By: Three Rivers Healthcare Group, LLC

Its Sole Member

By: Premier Behavioral Solutions, Inc.

Its Sole Member

By: /s/ STEVE FILTON
Name: **Steve Filton**

Title: **Vice President**
SHC-KPH, LP

By: HHC Kingwood Investment, LLC

Its General Partner

By: Kingwood Pines Hospital, LLC

Its Limited partner

By: Horizon Health Hospital Services, LLC

The Sole Member of the above Limited and General Partner

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By: Horizon Health Corporation

Its sole member

By: /s/ STEVE FILTON
Name: Steve Filton
Title: Vice President

SP BEHAVIORAL, LLC

UNIVERSITY BEHAVIORAL, LLC

By: Ramsay Managed Care, LLC

Its Sole Member

By: Premier Behavioral Solutions, Inc.

Its Sole Member

By: /s/ STEVE FILTON
Name: Steve Filton
Title: Vice President

THE NATIONAL DEAF ACADEMY, LLC

By: Zeus Endeavors, LLC

Its Sole Member

By: Premier Behavioral Solutions, Inc.

Its Sole Member

By: /s/ STEVE FILTON
Name: Steve Filton
Title: Vice President

VALLE VISTA, LLC

By: BHC of Indiana, General Partnership

Its Sole Member

By: Columbus Hospital Partners, LLC

Its General Partner

By: Lebanon Hospital Partners, LLC

Its General Partner

By: Northern Indiana Partners, LLC

Its General Partner

By: Valle Vista Hospital Partners, LLC

Its General Partner

By: Behavioral Healthcare LLC

The Sole Member of each of the above General Partners

By: BHC Holdings, Inc.

Its Sole Member

By: /s/ STEVE FILTON
Name: Steve Filton
Title: Vice President

WELLSTONE REGIONAL HOSPITAL ACQUISITION, LLC

By: Wellstone Holdings, Inc.

Its Minority Member

By: Behavioral Healthcare LLC

Its Managing Member and Sole Member of the Minority

Member

By: BHC Holdings, Inc.

Its Sole Member

By: /s/ STEVE FILTON
Name: Steve Filton
Title: Vice President

WILLOW SPRINGS, LLC

By: BHC Health Services of Nevada, Inc.

Its Sole Member

By: /s/ STEVE FILTON
Name: Steve Filton

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Title: **Vice President**

Pursuant to the requirements of the Securities Act of 1933, this Amendment No. 2 to the registration statement has been signed by the following persons in the capacities and on the dates indicated.

| Name | Title | Date |
|---|--|---------------|
| /s/ DEBRA K. OSTEEN Debra K. Osteen | President (Principal Executive Officer), Director | April 1, 2011 |
| /s/ STEVE FILTON Steve Filton | Vice President (Principal Financial and Accounting Officer), Director | April 1, 2011 |
| * Larry Harrod | Vice President, Director | April 1, 2011 |

*By /s/ STEVE FILTON
Steve Filton
As Attorney-in-Fact

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SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, each of the registrants has duly caused this Amendment No. 2 to the registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of King of Prussia, Commonwealth of Pennsylvania, on April 1, 2011.

LA AMISTAD RESIDENTIAL TREATMENT CENTER, LLC

TENNESSEE CLINICAL SCHOOLS, LLC

UHS OF BOWLING GREEN, LLC

UHS OF RIDGE, LLC

UHS OF ROCKFORD, LLC

By: Universal Health Services, Inc.

Its managing member

By: /s/ STEVE FILTON
Name: **Steve Filton**
Title: **Senior Vice President**

UHS OF DOVER, L.L.C.

By: UHS of Rockford, LLC

Its sole member

By: Universal Health Services, Inc.

Its managing member

By: /s/ STEVE FILTON
Name: **Steve Filton**
Title: **Senior Vice President**

Pursuant to the requirements of the Securities Act of 1933, this Amendment No. 2 to the registration statement has been signed by the following persons in the capacities and on the dates indicated.

| Name | Title | Date |
|-----------------------|--|---------------|
| /s/ ALAN B. MILLER | Chairman (Principal Executive Officer), Director | April 1, 2011 |
| Alan B. Miller | | |

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/s/ STEVE FILTON

Secretary, Chief Financial Officer,

April 1, 2011

Steve Filton

Senior Vice President (Principal
Accounting and Financial Officer),

Director

/s/ MARC D. MILLER

President, Director

April 1, 2011

Marc D. Miller

Director

Rick Santorum

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| | | |
|---------------------------|----------|---------------|
| * | Director | April 1, 2011 |
| Leatrice Ducat | | |
| * | Director | April 1, 2011 |
| John H. Herrell | | |
| * | Director | April 1, 2011 |
| Robert H. Hotz | | |
| * | Director | April 1, 2011 |
| Anthony Pantaleoni | | |
| * | Director | April 1, 2011 |
| Daniel B. Silvers | | |

*By /s/ ALAN B. MILLER
Alan B. Miller
As Attorney-in-Fact

INDEX TO EXHIBITS

| Exhibit No. | Description |
|--------------------|---|
| 3.1 | Restated Certificate of Incorporation of Universal Health Services, Inc., and amendments thereto, previously filed as Exhibit 3.1 to UHS's Quarterly Report on Form 10-Q for the quarter ended June 30, 1997, are incorporated herein by reference. |
| 3.2 | Bylaws of Universal Health Services, Inc., as amended, previously filed as Exhibit 3.2 to UHS's Annual Report on Form 10-K for the year ended December 31, 1987, is incorporated herein by reference. |
| 3.3 | Amendment to the Restated Certificate of Incorporation of Universal Health Services, Inc., previously filed as Exhibit 3.1 to UHS's Current Report on Form 8-K dated July 3, 2001, is incorporated herein by reference. |
| 3.4* | Aiken Regional Medical Centers, Inc. Articles of Incorporation. |
| 3.5* | Bylaws of Aiken Regional Medical Centers, Inc. |
| 3.6* | Alliance Health Center, Inc. Articles of Incorporation and amendments thereto. |
| 3.7* | Amended and Restated Bylaws of Alliance Health Center, Inc. |
| 3.8* | Alternative Behavioral Services, Inc. Articles of Incorporation and amendments thereto. |
| 3.9* | Amended and Restated Bylaws of Alternative Behavioral Services, Inc. |
| 3.10* | Associated Child Care Educational Services Inc. Articles of Incorporation and amendments thereto. |
| 3.11* | Amended and Restated Bylaws of Associated Child Care Educational Services Inc. |
| 3.12* | Atlantic Shores Hospital, LLC Certificate of Formation and amendment thereto. |
| 3.13* | Atlantic Shores Hospital, LLC Amended and Restated Operating Agreement. |
| 3.14* | Auburn Regional Medical Center, Inc. Articles of Incorporation and amendments thereto. |
| 3.15* | Bylaws of Auburn Regional Medical Center, Inc. |
| 3.16* | Behavioral Healthcare LLC Certificate of Formation and amendments thereto. |
| 3.17* | Behavioral Healthcare LLC Amended and Restated Operating Agreement. |
| 3.18* | Benchmark Behavioral Health System, Inc. Articles of Incorporation and amendments thereto. |
| 3.19* | Amended and Restated Bylaws of Benchmark Behavioral Health System, Inc. |
| 3.20* | BHC Alhambra Hospital, Inc. Charter. |
| 3.21* | Amended and Restated Bylaws of BHC Alhambra Hospital, Inc. |
| 3.22* | BHC Belmont Pines Hospital, Inc. Charter. |
| 3.23* | Amended and Restated Bylaws of BHC Belmont Pines Hospital, Inc. |
| 3.24* | BHC Fairfax Hospital, Inc. Charter. |
| 3.25* | Amended and Restated Bylaws of BHC Fairfax Hospital, Inc. |
| 3.26* | BHC Fox Run Hospital, Inc. Charter. |
| 3.27* | Amended and Restated Bylaws of BHC Fox Run Hospital, Inc. |
| 3.28* | BHC Fremont Hospital, Inc. Charter. |
| 3.29* | Amended and Restated Bylaws of BHC Fremont Hospital, Inc. |
| 3.30* | BHC Health Services of Nevada, Inc. Articles of Incorporation. |
| 3.31* | Amended and Restated Bylaws of BHC Health Services of Nevada, Inc. |
| 3.32* | BHC Heritage Oaks Hospital, Inc. Charter. |

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- 3.33* Amended and Restated Bylaws of BHC Heritage Oaks Hospital, Inc.
- 3.34* BHC Holdings, Inc. Certificate of Incorporation and amendments thereto.
- 3.35* Amended and Restated Bylaws of BHC Holdings, Inc.
- 3.36* BHC Intermountain Hospital, Inc. Charter.
- 3.37* Amended and Restated Bylaws of BHC Intermountain Hospital, Inc.
- 3.38* BHC Mesilla Valley Hospital, LLC Certificate of Formation and amendments thereto.
- 3.39* BHC Mesilla Valley Hospital, LLC Amended and Restated Operating Agreement.
- 3.40* BHC Montevista Hospital, Inc. Articles of Incorporation and amendments thereto.
- 3.41* Amended and Restated Bylaws of BHC Montevista Hospital, Inc.
- 3.42* BHC Northwest Psychiatric Hospital, LLC Certificate of Formation and amendments thereto.
- 3.43* BHC Northwest Psychiatric Hospital, LLC Amended and Restated Operating Agreement.
- 3.44* BHC of Indiana, General Partnership Amended and Restated Agreement of General Partnership
- 3.45* BHC Pinnacle Pointe Hospital, Inc. Charter.
- 3.46* Amended and Restated Bylaws of BHC Pinnacle Pointe Hospital, Inc.
- 3.47* BHC Properties, LLC Certificate of Formation.
- 3.48* BHC Properties, LLC Amended and Restated Operating Agreement.
- 3.49* BHC Sierra Vista Hospital, Inc. Charter.
- 3.50* Amended and Restated Bylaws of BHC Sierra Vista Hospital, Inc.
- 3.51* BHC Streamwood Hospital, Inc. Charter.
- 3.52* Amended and Restated Bylaws of BHC Streamwood Hospital, Inc.
- 3.53* Brentwood Acquisition, Inc. Charter.

| Exhibit No. | Description |
|----------------|--|
| 3.54* | Amended and Restated Bylaws of Brentwood Acquisition, Inc. |
| 3.55* | Brentwood Acquisition-Shreveport, Inc. Certificate of Incorporation and amendments thereto. |
| 3.56* | Amended and Restated Bylaws of Brentwood Acquisition - Shreveport, Inc. |
| 3.57* | Brynn Marr Hospital, Inc. Articles of Incorporation and amendments thereto. |
| 3.58* | Amended and Restated Bylaws of Brynn Marr Hospital, Inc. |
| 3.59* | Canyon Ridge Hospital, Inc. Articles of Incorporation. |
| 3.60* | Amended and Restated Bylaws of Canyon Ridge Hospital, Inc. |
| 3.61* | CCS/Lansing, Inc. Articles of Incorporation. |
| 3.62* | Amended and Restated Bylaws of CCS/Lansing, Inc. |
| 3.63* | Cedar Springs Hospital, Inc. Certificate of Incorporation and amendment thereto. |
| 3.64* | Amended and Restated Bylaws of Cedar Springs Hospital, Inc. |
| 3.65* | Children s Comprehensive Services, Inc. Restated Charter and amendments thereto. |
| 3.66* | Bylaws of Children s Comprehensive Services, Inc. |
| 3.67* | Columbus Hospital Partners, LLC Certificate of Formation. |
| 3.68* | Columbus Hospital Partners, LLC Amended and Restated Operating Agreement. |
| 3.69* | Cumberland Hospital Partners, LLC Certificate of Formation and amendments thereto. |
| 3.70* | Cumberland Hospital Partners, LLC Amended and Restated Operating Agreement. |
| 3.71* | Cumberland Hospital, LLC Articles of Organization and amendments thereto. |
| 3.72* | Cumberland Hospital, LLC Amended and Restated Operating Agreement. |
| 3.73* | Del Amo Hospital, Inc. Articles of Incorporation. |
| 3.74* | Amended and Restated Bylaws of Del Amo Hospital, Inc. |
| 3.75* | Emerald Coast Behavioral Hospital, LLC Certificate of Formation. |
| 3.76* | Emerald Coast Behavioral Hospital, LLC Amended and Restated Operating Agreement. |
| 3.77* | First Hospital Corporation of Virginia Beach Articles of Incorporation and amendments thereto. |
| 3.78* | Amended and Restated Bylaws of First Hospital Corporation of Virginia Beach |
| 3.79* | First Hospital Panamericano, Inc. Certificate of Incorporation and amendments thereto. |
| 3.80* | Amended and Restated Bylaws of First Hospital Panamericano, Inc. |
| 3.81* | Fort Duncan Medical Center, L.P. Certificate of Limited Partnership. |
| 3.82* | Agreement of Limited Partnership of Fort Duncan Medical Center, L.P. |
| 3.83* | Frontline Behavioral Health, Inc. Certificate of Incorporation and amendments thereto. |
| 3.84* | Bylaws of Frontline Behavioral Health, Inc. |
| 3.85* | Frontline Hospital, LLC Amended and Restated Certificate of Formation. |
| 3.86* | Frontline Hospital, LLC Amended and Restated Operating Agreement. |
| 3.87* | Frontline Residential Treatment Center, LLC Amended and Restated Certificate of Formation. |
| 3.88* | Frontline Residential Treatment Center, LLC Amended and Restated Operating Agreement. |
| 3.89* | Great Plains Hospital, Inc. Articles of Incorporation. |
| 3.90* | Amended and Restated Bylaws of Great Plains Hospital, Inc. |

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- 3.91* H.C. Corporation Articles of Incorporation.
- 3.92* Amended and Restated Bylaws of H.C. Corporation.
- 3.93* Agreement of General Partnership. of H.C. Partnership.
- 3.94* Havenwyck Hospital Inc. Articles of Incorporation and amendments thereto.
- 3.95* Amended and Restated Bylaws of Havenwyck Hospital Inc.
- 3.96* HHC Augusta, Inc. Articles of Incorporation.
- 3.97* Amended and Restated Bylaws of HHC Augusta, Inc.
- 3.98* HHC Conway Investment, Inc. Articles of Incorporation.
- 3.99* Amended and Restated Bylaws of HHC Conway Investment, Inc.
- 3.100* HHC Delaware, Inc. Certificate of Incorporation.
- 3.101* Amended and Restated Bylaws of HHC Delaware, Inc.
- 3.102* HHC Focus Florida, Inc. Articles of Incorporation and amendments thereto.
- 3.103* Amended and Restated Bylaws of HHC Focus Florida, Inc.
- 3.104* HHC Pennsylvania, LLC Certificate of Formation.
- 3.105* HHC Pennsylvania, LLC Amended and Restated Operating Agreement.
- 3.106* HHC Poplar Springs, Inc. Articles of Incorporation.
- 3.107* Amended and Restated Bylaws of HHC Poplar Springs, Inc.
- 3.108* HHC River Park, Inc. Articles of Incorporation.
- 3.109* Amended and Restated Bylaws of HHC River Park, Inc.
- 3.110* HHC St. Simons, Inc. Articles of Incorporation.
- 3.111* Amended and Restated Bylaws of HHC St. Simons, Inc.
- 3.112* Hickory Trail Hospital, L.P. Certificate of Limited Partnership.
- 3.113* Amended and Restated Agreement of Limited Partnership of Hickory Trail Hospital, L.P.

| Exhibit No. | Description |
|-------------|---|
| 3.114* | Holly Hill Hospital, LLC Certificate of Formation. |
| 3.115* | Holly Hill Hospital, LLC Amended and Restated Operating Agreement. |
| 3.116* | Horizon Health Corporation Amended and Restated Certificate of Incorporation. |
| 3.117* | Amended and Restated Bylaws of Horizon Health Corporation. |
| 3.118* | Horizon Health Hospital Services, LLC Certificate of Formation. |
| 3.119* | Horizon Health Hospital Services, LLC Amended and Restated Operating Agreement. |
| 3.120* | Horizon Mental Health Management, LLC Certificate of Formation. |
| 3.121* | Horizon Mental Health Management, LLC Amended and Restated Operating Agreement. |
| 3.122* | HSA Hill Crest Corporation Articles of Incorporation and amendments thereto. |
| 3.123* | Amended and Restated Bylaws of HSA Hill Crest Corporation. |
| 3.124* | Keys Group Holdings LLC Certificate of Formation and amendments thereto. |
| 3.125* | Keys Group Holdings LLC Amended and Restated Operating Agreement. |
| 3.126* | Keystone Continuum, LLC Articles of Organization. |
| 3.127* | Keystone Continuum, LLC Amended and Restated Operating Agreement. |
| 3.128* | Keystone Education and Youth Services, LLC Articles of Organization and amendments thereto. |
| 3.129* | Keystone Education and Youth Services, LLC Amended and Restated Operating Agreement. |
| 3.130* | Keystone Marion, LLC Articles of Organization. |
| 3.131* | Keystone Marion, LLC Amended and Restated Operating Agreement. |
| 3.132* | Keystone Newport News, LLC Articles of Organization. |
| 3.133* | Keystone Newport News, LLC Amended and Restated Operating Agreement. |
| 3.134* | Keystone NPS LLC Articles of Organization and amendments. |
| 3.135* | Keystone NPS LLC Amended and Restated Operating Agreement. |
| 3.136* | Keystone Richland Center, LLC Articles of Organization. |
| 3.137* | Keystone Richland Center, LLC Amended and Restated Operating Agreement. |
| 3.138* | Keystone WSNC, L.L.C. Articles of Organization. |
| 3.139* | Keystone WSNC, L.L.C. Amended and Restated Operating Agreement. |
| 3.140* | Keystone Memphis, LLC Articles of Organization. |
| 3.141* | Keystone Memphis, LLC Amended and Restated Operating Agreement. |
| 3.142* | Keystone / CCS Partners LLC Certificate of Formation and amendments thereto. |
| 3.143* | Keystone / CCS Partners LLC Amended and Restated Operating Agreement. |
| 3.144* | Kids Behavioral Health of Utah, Inc. Articles of Incorporation and amendments thereto. |
| 3.145* | Amended and Restated Bylaws of Kids Behavioral Health of Utah, Inc. |
| 3.146* | Kingwood Pines Hospital, LLC Articles of Incorporation and amendments thereto. |
| 3.147* | Kingwood Pines Hospital, LLC Amended and Restated Operating Agreement. |
| 3.148* | KMI Acquisition, LLC Certificate of Formation. |
| 3.149* | KMI Acquisition, LLC Amended and Restated Operating Agreement. |
| 3.150* | La Amistad Residential Treatment Center, LLC Articles of Organization. |

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- 3.151* La Amistad Residential Treatment Center, LLC Amended and Restated Operating Agreement.
- 3.152* Lancaster Hospital Corporation Articles of Incorporation.
- 3.153* Bylaws of Lancaster Hospital Corporation.
- 3.154* Laurel Oaks Behavioral Health Center, Inc. Certificate of Incorporation and amendments thereto.
- 3.155* Amended and Restated Bylaws of Laurel Oaks Behavioral Health Center, Inc.
- 3.156* Lebanon Hospital Partners, LLC Certificate of Formation.
- 3.157* Lebanon Hospital Partners, LLC Amended and Restated Operating Agreement.
- 3.158* Manatee Memorial Hospital, L.P. Certificate of Limited Partnership and amendments thereto.
- 3.159* Agreement of Limited Partnership of Manatee Memorial Hospital, L.P.
- 3.160* McAllen Hospitals, L.P. Certificate of Limited Partnership and amendments thereto.
- 3.161* Agreement of Limited Partnership and amendments thereto of McAllen Hospitals, L.P.
- 3.162* McAllen Medical Center, Inc. Certificate of Incorporation and amendments thereto.
- 3.163* Bylaws of McAllen Medical Center, Inc.
- 3.164* Merion Building Management, Inc. Certificate of Incorporation and amendments thereto.
- 3.165* Bylaws of Merion Building Management, Inc.
- 3.166* Merridell Achievement Center, Inc. Articles of Incorporation and amendments thereto..
- 3.167* Amended and Restated Bylaws of Merridell Achievement Center, Inc.
- 3.168* Michigan Psychiatric Services, Inc. Articles of Incorporation and amendments thereto.
- 3.169* Amended and Restated Bylaws of Michigan Psychiatric Services, Inc.
- 3.170* Neuro Institute of Austin, L.P. Certificate of Limited Partnership and amendments thereto.
- 3.171* Amended and Restated Agreement of Limited Partnership of Neuro Institute of Austin, L.P.
- 3.172* North Spring Behavioral Healthcare, Inc. Charter and amendments thereto.
- 3.173* Amended and Restated Bylaws of North Spring Behavioral Healthcare, Inc.

| Exhibit No. | Description |
|-------------|--|
| 3.174* | Northern Indiana Partners, LLC Certificate of Formation. |
| 3.175* | Northern Indiana Partners, LLC Amended and Restated Operating Agreement. |
| 3.176* | Northwest Texas Healthcare System, Inc. Articles of Incorporation and amendments thereto. |
| 3.177* | Bylaws of Northwest Texas Healthcare System, Inc. |
| 3.178* | Oak Plains Academy of Tennessee, Inc. Charter and amendments thereto. |
| 3.179* | Amended and Restated Bylaws of Oak Plains Academy of Tennessee, Inc. |
| 3.180* | Ocala Behavioral Health, LLC Certificate of Formation and amendments thereto. |
| 3.181* | Ocala Behavioral Health, LLC Amended and Restated Operating Agreement. |
| 3.182* | Palmetto Behavioral Health Holdings, LLC Certificate of Formation and amendments thereto. |
| 3.183* | Palmetto Behavioral Health Holdings, LLC Amended and Restated Operating Agreement. |
| 3.184* | Palmetto Behavioral Health System, L.L.C. Articles of Organization. |
| 3.185* | Palmetto Behavioral Health System, L.L.C. Amended and Restated Operating Agreement. |
| 3.186* | Palmetto Lowcountry Behavioral Health, L.L.C. Articles of Organization. |
| 3.187* | Palmetto Lowcountry Behavioral Health, L.L.C. Amended and Restated Operating Agreement. |
| 3.188* | Park Healthcare Company Charter and amendments thereto. |
| 3.189* | Bylaws of Park Healthcare Company. |
| 3.190* | Pendleton Methodist Hospital, L.L.C. Certificate of Formation. |
| 3.191* | Pendleton Methodist Hospital, L.L.C. Operating Agreement and amendments thereto. |
| 3.192* | Pennsylvania Clinical Schools, Inc. Articles of Incorporation. |
| 3.193* | Amended and Restated Bylaws of Pennsylvania Clinical Schools, Inc. |
| 3.194* | Premier Behavioral Solutions of Florida, Inc. Certificate of Incorporation and amendments thereto. |
| 3.195* | Amended and Restated Bylaws of Premier Behavioral Solutions of Florida, Inc. |
| 3.196* | Premier Behavioral Solutions, Inc. Restated Certificate of Incorporation and amendments thereto. |
| 3.197* | Amended and Restated Bylaws of Premier Behavioral Solutions, Inc. |
| 3.198* | PSI Surety, Inc. Articles of Domestication. |
| 3.199* | Amended and Restated Bylaws of PSI Surety, Inc. |
| 3.200* | PSJ Acquisition, LLC Articles of Organization. |
| 3.201* | PSJ Acquisition, LLC Amended and Restated Operating Agreement. |
| 3.202* | Psychiatric Solutions Hospitals, LLC Certificate of Formation and amendments thereto. |
| 3.203* | Psychiatric Solutions Hospitals, LLC Amended and Restated Operating Agreement. |
| 3.204* | Psychiatric Solutions of Virginia, Inc. Certificate of Incorporation and amendments thereto. |
| 3.205* | Amended and Restated Bylaws of Psychiatric Solutions of Virginia, Inc. |
| 3.206* | Psychiatric Solutions, Inc. Amended and Restated Certificate of Incorporation and amendments thereto |
| 3.207* | Amended and Restated Bylaws of Psychiatric Solutions, Inc. |
| 3.208* | Ramsay Managed Care, LLC Certificate of Formation. |
| 3.209* | Ramsay Managed Care, LLC Amended and Restated Operating Agreement. |
| 3.210* | Ramsay Youth Services of Georgia, Inc. Certificate of Incorporation. |

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- 3.211* Amended and Restated Bylaws of Ramsay Youth Services of Georgia, Inc.
- 3.212* River Oaks, Inc. Restatement of Restated Articles of Incorporation and amendments thereto.
- 3.213* Amended and Restated Bylaws of River Oaks, Inc.
- 3.214* Riveredge Hospital Holdings, Inc. Certificate of Incorporation and amendments thereto.
- 3.215* Amended and Restated Bylaws of Riveredge Hospital Holdings, Inc.
- 3.216* Rolling Hills Hospital, LLC Articles of Organization.
- 3.217* Rolling Hills Hospital, LLC Amended and Restated Operating Agreement.
- 3.218* Samson Properties, LLC Articles of Organization.
- 3.219* Samson Properties, LLC Amended and Restated Operating Agreement.
- 3.220* Shadow Mountain Behavioral Health System, LLC Certificate of Formation and amendments thereto.
- 3.221* Shadow Mountain Behavioral Health System, LLC Amended and Restated Operating Agreement.
- 3.222* SHC-KPH, LP Certificate of Limited Partnership and amendments thereto.
- 3.223* SHC-KPH, LP Amended and Restated Agreement of Limited Partnership.
- 3.224* Southeastern Hospital Corporation Charter.
- 3.225* Bylaws of Southeastern Hospital Corporation
- 3.226* SP Behavioral, LLC Articles of Organization.
- 3.227* SP Behavioral, LLC Amended and Restated Operating Agreement.
- 3.228* Sparks Family Hospital, Inc. Articles of Incorporation and amendments thereto.
- 3.229* Bylaws of Sparks Family Hospital, Inc.
- 3.230* Springfield Hospital, Inc. Certificate of Incorporation.
- 3.231* Amended and Restated Bylaws of Springfield Hospital, Inc.
- 3.232* Stonington Behavioral Health, Inc. Certificate of Incorporation.
- 3.233* Amended and Restated Bylaws of Stonington Behavioral Health, Inc.

| Exhibit No. | Description |
|-------------|--|
| 3.234* | Summit Oaks Hospital, Inc. Certificate of Incorporation and amendments thereto. |
| 3.235* | Amended and Restated Bylaws of Summit Oaks Hospital, Inc. |
| 3.236* | Sunstone Behavioral Health, LLC Certificate of Formation. |
| 3.237* | Sunstone Behavioral Health, LLC Amended and Restated Operating Agreement. |
| 3.238* | TBD Acquisition, LLC Certificate of Formation and amendments thereto. |
| 3.239* | TBD Acquisition, LLC Amended and Restated Operating Agreement. |
| 3.240* | TBJ Behavioral Center, LLC Certificate of Formation and amendments thereto. |
| 3.241* | TBJ Behavioral Center, LLC Amended and Restated Operating Agreement. |
| 3.242* | Tennessee Clinical Schools, LLC Articles of Organization. |
| 3.243* | Tennessee Clinical Schools, LLC Amended and Restated Operating Agreement. |
| 3.244* | Texas Cypress Creek Hospital, L.P. Certificate of Limited Partnership and amendments thereto. |
| 3.245* | Amended and Restated Agreement of Limited Partnership of Texas Cypress Creek Hospital, L.P. |
| 3.246* | Texas Hospital Holdings, Inc. Certificate of Incorporation and amendments thereto. |
| 3.247* | Texas Hospital Holdings, Inc. Amended and Restated Bylaws. |
| 3.248* | Texas Laurel Ridge Hospital, L.P. Certificate of Limited Partnership. |
| 3.249* | Amended and Restated Agreement of Limited Partnership of Texas Laurel Ridge Hospital, L.P. |
| 3.250* | Texas San Marcos Treatment Center, L.P. Certificate of Limited Partnership. |
| 3.251* | Amended and Restated Agreement of Limited Partnership of Texas San Marcos Treatment Center, L.P. |
| 3.252* | Texas West Oaks Hospital, L.P. Certificate of Limited Partnership and amendments thereto. |
| 3.253* | Amended and Restated Agreement of Limited Partnership of Texas West Oaks Hospital, L.P. |
| 3.254* | The Arbour, Inc. Articles of Organization and amendments thereto. |
| 3.255* | Amended and Restated Bylaws of The Arbour, Inc. |
| 3.256* | The Bridgeway, Inc. Articles of Incorporation and amendments thereto. |
| 3.257* | Amended and Restated Bylaws of The Bridgeway, Inc. |
| 3.258* | The National Deaf Academy, LLC Articles of Organization and amendments thereto. |
| 3.259* | The National Deaf Academy, LLC Amended and Restated Operating Agreement. |
| 3.260* | The Pines Residential Treatment Center, Inc. Articles of Incorporation and amendments thereto. |
| 3.261* | Amended and Restated Bylaws of The Pines Residential Treatment Center, Inc. |
| 3.262* | Three Rivers Behavioral Health, LLC Restated Articles of Organization. |
| 3.263* | Three Rivers Behavioral Health, LLC Amended and Restated Operating Agreement. |
| 3.264* | Three Rivers Healthcare Group, LLC Restated Articles of Organization. |
| 3.265* | Three Rivers Healthcare Group, LLC Amended and Restated Operating Agreement. |
| 3.266* | Toledo Holding Co., LLC Certificate of Formation. |
| 3.267* | Toledo Holding Co., LLC Amended and Restated Operating Agreement. |
| 3.268* | Turning Point Care Center, Inc. Articles of Incorporation and amendments thereto. |
| 3.269* | Amended and Restated Bylaws of Turning Point Care Center, Inc. |
| 3.270* | Two Rivers Psychiatric Hospital, Inc. Certificate of Incorporation and amendments thereto. |

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- 3.271* Amended and Restated Bylaws of Two Rivers Psychiatric Hospital, Inc.
- 3.272* UHS Children Services, Inc. Certificate of Incorporation.
- 3.273* Bylaws of UHS Children Services, Inc.
- 3.274* UHS Holding Company, Inc. Articles of Incorporation.
- 3.275* Bylaws of UHS Holding Company, Inc.
- 3.276 UHS Kentucky Holdings, L.L.C. Certificate of Formation and amendments thereto.
- 3.277 UHS Kentucky Holdings, L.L.C. Amended and Restated Operating Agreement.
- 3.278 UHS of Anchor, L.P. Certificate of Limited Partnership and amendments thereto.
- 3.279 Agreement of Limited Partnership of UHS of Anchor, L.P.
- 3.280 UHS of Benton, Inc. Certificate of Incorporation.
- 3.281 Amended and Restated Bylaws of UHS of Benton, Inc.
- 3.282 UHS of Bowling Green, LLC Certificate of Formation and amendments thereto.
- 3.283 UHS of Bowling Green, LLC Amended and Restated Operating Agreement.
- 3.284 UHS of Centennial Peaks, L.L.C. Certificate of Formation.
- 3.285 UHS of Centennial Peaks, L.L.C. Amended and Restated Operating Agreement.
- 3.286 UHS of Cornerstone Holdings, Inc. Certificate of Incorporation.
- 3.287 UHS of Cornerstone Holdings, Inc. Bylaws
- 3.288 UHS of Cornerstone, Inc. Certificate of Incorporation.
- 3.289 UHS of Cornerstone, Inc. Bylaws
- 3.290 UHS of D.C., Inc. Certificate of Incorporation.
- 3.291 Bylaws of UHS of D.C., Inc.
- 3.292 UHS of Delaware, Inc. Certificate of Incorporation and amendments thereto.
- 3.293 Bylaws of UHS of Delaware, Inc.

| Exhibit No. | Description |
|-------------|--|
| 3.294 | UHS of Denver, Inc. Certificate of Incorporation. |
| 3.295 | Amended and Restated Bylaws of UHS of Denver, Inc. |
| 3.296 | UHS of Dover, L.L.C. Certificate of Formation. |
| 3.297 | UHS of Dover, L.L.C. Amended and Restated Operating Agreement. |
| 3.298 | UHS of Doylestown, L.L.C. Certificate of Formation. |
| 3.299 | UHS of Doylestown, L.L.C. Amended and Restated Operating Agreement. |
| 3.300 | UHS of Fairmount, Inc. Certificate of Incorporation. |
| 3.301 | Amended and Restated Bylaws of UHS of Fairmount, Inc. |
| 3.302 | UHS of Fuller, Inc. Articles of Organization. |
| 3.303 | Amended and Restated Bylaws of UHS of Fuller, Inc. |
| 3.304 | UHS of Georgia Holdings, Inc. Certificate of Incorporation. |
| 3.305 | Bylaws of UHS of Georgia Holdings, Inc. |
| 3.306 | UHS of Georgia, Inc. Certificate of Incorporation. |
| 3.307 | Bylaws of UHS of Georgia, Inc. |
| 3.308 | UHS of Greenville, Inc. Certificate of Incorporation. |
| 3.309 | Amended and Restated Bylaws of UHS of Greenville, Inc. |
| 3.310 | UHS of Hampton, Inc. Certificate of Incorporation. |
| 3.311 | Amended and Restated Bylaws of UHS of Hampton, Inc. |
| 3.312 | UHS of Hartgrove, Inc. Articles of Incorporation. |
| 3.313 | Amended and Restated Bylaws of UHS of Hartgrove, Inc. |
| 3.314 | UHS of Lakeside, LLC Certificate of Formation. |
| 3.315 | UHS of Lakeside, LLC Amended and Restated Operating Agreement. |
| 3.316 | UHS of Laurel Heights, L.P. Certificate of Limited Partnership. |
| 3.317 | Agreement of Limited Partnership of UHS of Laurel Heights, L.P. |
| 3.318 | UHS of New Orleans, Inc. Articles of Incorporation. |
| 3.319 | Bylaws of UHS of New Orleans, Inc. |
| 3.320 | UHS of Oklahoma, Inc. Certificate of Incorporation and amendments thereto. |
| 3.321 | Bylaws of UHS of Oklahoma, Inc. |
| 3.322 | UHS of Parkwood, Inc. Certificate of Incorporation. |
| 3.323 | Amended and Restated Bylaws of UHS of Parkwood, Inc. |
| 3.324 | UHS of Peachford, L.P. Certificate of Limited Partnership. |
| 3.325 | Agreement of Limited Partnership of UHS of Peachford, L.P. |
| 3.326 | UHS of Pennsylvania, Inc. Articles of Incorporation. |
| 3.327 | Amended and Restated Bylaws of UHS of Pennsylvania, Inc. |
| 3.328 | UHS of Provo Canyon, Inc. Certificate of Incorporation and amendments thereto. |
| 3.329 | Amended and Restated Bylaws of UHS of Provo Canyon, Inc. |
| 3.330 | UHS of Puerto Rico, Inc. Certificate of Incorporation and amendments thereto. |

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- 3.331 Amended and Restated Bylaws of UHS of Puerto Rico, Inc.
- 3.332 UHS of Ridge, LLC Certificate of Formation.
- 3.333 UHS of Ridge, LLC Amended and Restated Operating Agreement.
- 3.334 UHS of River Parishes, Inc. Articles of Incorporation and amendments thereto.
- 3.335 Bylaws of UHS of River Parishes, Inc.
- 3.336 UHS of Rockford, LLC Certificate of Formation.
- 3.337 UHS of Rockford, LLC Amended and Restated Operating Agreement.
- 3.338 UHS of Salt Lake City, L.L.C. Certificate of Formation.
- 3.339 UHS of Salt Lake City, L.L.C. Amended and Restated Operating Agreement.
- 3.340 UHS of Savannah, L.L.C. Certificate of Formation.
- 3.341 UHS of Savannah, L.L.C. Amended and Restated Operating Agreement.
- 3.342 UHS of Spring Mountain, Inc. Certificate of Incorporation.
- 3.343 Amended and Restated Bylaws of UHS of Spring Mountain, Inc.
- 3.344 UHS of Springwoods, L.L.C. Certificate of Formation.
- 3.345 UHS of Springwoods, L.L.C. Amended and Restated Operating Agreement.
- 3.346 UHS of Summitridge, L.L.C. Certificate of Formation.
- 3.347 UHS of Summitridge, L.L.C. Amended and Restated Operating Agreement.
- 3.348 UHS of Texoma, Inc. Certificate of Incorporation.
- 3.349 Bylaws of UHS of Texoma, Inc.
- 3.350 UHS of Timberlawn, Inc. Articles of Incorporation and amendments thereto.
- 3.351 Amended and Restated Bylaws of UHS of Timberlawn, Inc.
- 3.352 UHS of Timpanogos, Inc. Certificate of Incorporation.
- 3.353 Amended and Restated Bylaws of UHS of Timpanogos, Inc.

| Exhibit No. | Description |
|-------------|---|
| 3.354 | UHS of Westwood Pembroke, Inc. Articles of Organization and amendments thereto. |
| 3.355 | Amended and Restated Bylaws of UHS of Westwood Pembroke, Inc. |
| 3.356 | UHS of Wyoming, Inc. Certificate of Incorporation. |
| 3.357 | Amended and Restated Bylaws of UHS of Wyoming, Inc. |
| 3.358 | UHS of Oklahoma City LLC Articles of Organization and amendments thereto. |
| 3.359 | UHS of Oklahoma City LLC Operating Agreement. |
| 3.360 | UHS Sahara, Inc. Certificate of Incorporation. |
| 3.361 | Amended and Restated Bylaws of UHS Sahara, Inc. |
| 3.362 | UHS-Corona, Inc. Certificate of Incorporation and amendments thereto. |
| 3.363 | Bylaws of UHS-Corona, Inc. |
| 3.364 | United Healthcare of Hardin, Inc. Charter and amendments thereto. |
| 3.365 | Amended and Restated Bylaws of United Healthcare of Hardin, Inc. |
| 3.366 | Universal Health Services of Palmdale, Inc. Certificate of Incorporation. |
| 3.367 | Amended and Restated Bylaws of Universal Health Services of Palmdale, Inc. |
| 3.368 | Universal Health Services of Rancho Springs, Inc. Articles of Incorporation and amendments thereto. |
| 3.369 | Amended and Restated Bylaws of Universal Health Services of Rancho Springs, Inc. |
| 3.370 | University Behavioral, LLC Articles of Organization and amendments thereto. |
| 3.371 | University Behavioral, LLC Amended and Restated Operating Agreement. |
| 3.372 | Valle Vista Hospital Partners, LLC Certificate of Formation. |
| 3.373 | Valle Vista Hospital Partners, LLC Amended and Restated Operating Agreement. |
| 3.374 | Valle Vista, LLC Certificate of Formation and amendments thereto. |
| 3.375 | Valle Vista, LLC Amended and Restated Operating Agreement. |
| 3.376 | Valley Hospital Medical Center, Inc. Articles of Incorporation and amendments thereto. |
| 3.377 | Bylaws of Valley Hospital Medical Center, Inc. |
| 3.378 | Wekiva Springs Center, LLC Certificate of Formation and amendments thereto. |
| 3.379 | Wekiva Springs Center, LLC Amended and Restated Operating Agreement. |
| 3.380 | Wellington Regional Medical Center, Incorporated Articles of Incorporation and amendments thereto. |
| 3.381 | Amended and Restated Bylaws Wellington Regional Medical Center, Incorporated |
| 3.382 | Wellstone Regional Hospital Acquisition, LLC Certificate of Formation and amendments thereto. |
| 3.383 | Wellstone Regional Hospital Acquisition, LLC Amended and Restated Operating Agreement. |
| 3.384 | Willow Springs, LLC Certificate of Formation and amendments thereto. |
| 3.385 | Willow Springs, LLC Amended and Restated Operating Agreement. |
| 3.386 | Windmoor Healthcare Inc. Articles of Incorporation. |
| 3.387 | Amended and Restated Bylaws Windmoor Healthcare Inc. |
| 3.388 | Windmoor Healthcare of Pinellas Park, Inc. Certificate of Incorporation and amendments thereto. |
| 3.389 | Amended and Restated Bylaws Windmoor Healthcare of Pinellas Park, Inc. |
| 3.390 | Zeus Endeavors, LLC Articles of Organization. |

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- 3.391 Zeus Endeavors, LLC Amended and Restated Operating Agreement.
- 4.1 Indenture, dated as of September 29, 2010, between UHS, as successor by merger to UHS Escrow Corporation, and Union Bank, N.A., as Trustee (the Indenture), previously filed as Exhibit 4.1 to UHS s Current Report on Form 8-K dated October 5, 2010, is incorporated herein by reference.
- 4.2 Supplemental Indenture to the Indenture, dated as of November 15, 2010, between UHS, as successor by merger to UHS Escrow Corporation, the subsidiary guarantors party thereto and Union Bank, N.A., as Trustee, relating to the \$250,000,000 aggregate principal amount of UHS s 7% Senior Notes due 2018, previously filed as Exhibit 4.1 to UHS s Current Report on Form 8-K dated November 17, 2010, is incorporated herein by reference.
- 4.3 Form of 7% Senior Note due 2018 (contained in Indenture filed as Exhibit 4.1 to this Registration Statement).
- 5.1* Opinion of Fulbright & Jaworski L.L.P.
- 5.2* Opinion of Matthew D. Klein, Vice President and General Counsel of UHS.
- 10.1 Registration Rights Agreement, dated as of September 29, 2010, among Universal Health Services, Inc., certain of its subsidiaries, UHS Escrow Corporation, and J.P. Morgan Securities LLC, for itself and as representative of the several initial purchasers of the Senior Notes, previously filed as Exhibit 4.3 to UHS s Current Report on Form 8-K dated October 5, 2010, is incorporated herein by reference.
- 12.1* Statement of Computation of Ratio of Earnings to Fixed Charges.
- 23.1* Consent of PricewaterhouseCoopers LLP.
- 23.2* Consent of Fulbright & Jaworski L.L.P. (included in Exhibit 5.1).
- 23.3* Consent of Matthew D. Klein, Vice President and General Counsel of UHS (included in Exhibit 5.2).
- 23.4* Consent of Ernst & Young LLP.

| Exhibit No. | Description |
|------------------------|--|
| 24.1* | Powers of Attorney (included on signature pages). |
| 25.1* | Form T-1 Statement of Eligibility under the Trust Indenture Act of 1939 of Union Bank, N.A. to act as trustee under the Indenture. |
| 99.1* | Form of Letter of Transmittal. |
| 99.2* | Form of Notice of Guaranteed Delivery. |
| 99.3* | Form of Letter to DTC Participants. |
| 99.4* | Form of Letter to Beneficial Holders. |

* Previously filed