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BASIC AMENDMENT

SUN COAST HOSPITAL, INC.

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Amended & Restated

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Articles

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AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
SUN COAST HOSPITAL, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

(An Osteopathic Institution)

Pursuant to section 617.1007 of the Florida Statutes and Article X of the Articles of Incorporation of the Corporation, SUN COAST HOSPITAL, INC. (an Osteopathic Institution), hereinafter referred to as the "Corporation," a not-for-profit corporation organized and existing under the laws of the State of Florida, hereby amends and restates its Articles of Incorporation in their entirety as follows:

ARTICLE I. NAME

The name of the Corporation is: SUN COAST HOSPITAL, INC.

ARTICLE II. PURPOSES

Section 1. The general purposes for which this Corporation has been organized are exclusively charitable, scientific and educational within the scope of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, hereinafter referred to as the "Code."

Section 2. Without limiting the generality of the purposes specified in Section 1 above, the specific purposes of the Corporation shall be:

A. To operate a general acute care hospital consistent with an ongoing osteopathic philosophy of health care (the "Hospital");

B. To provide health care services with an osteopathic focus within the greater Tampa Bay region and particularly the communities in the Corporation's primary service area;

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C. To conduct and maintain health care programs and activities designed to promote bringing life into being, minimizing the dangers to life, increasing the fullness of life, restoring life and saving jeopardized life; and

D. To operate as an affiliated organization within a multi-entity system maintained by University Community Hospital, Inc., a Florida not-for-profit corporation, a member of the Corporation ("UCH"), that will provide quality health care services (including, without limitation, institutional osteopathic care at the Hospital) through the Members of this Corporation, the Corporation and one or more for-profit and not-for-profit subsidiary and affiliate organizations thereof.

ARTICLE III. POWERS

Section 1. Except as limited by these Articles of Incorporation or its Bylaws, the Corporation shall have and exercise all rights and powers in furtherance of its purposes as are now or may hereafter be conferred on not-for-profit corporations under the laws of the State of Florida. The Corporation (and its Board of Trustees) shall be subordinate to and subject to the authority of its Members or one of its Members in certain matters which are set forth in these Articles of Incorporation and/or the Bylaws of the Corporation.

Section 2. Without limiting the generality of the powers specified in Section 1 above, the specific powers of the Corporation shall be:

A. To acquire, by purchase, lease or otherwise, and hold title to such real property, including improvements thereon, and any personal property as may be appropriate to carry out the purposes of the Corporation or any of its affiliated organizations;

B. To establish and operate, with an osteopathic focus, a hospital, intermediate care facility, skilled nursing facility, geriatric facility and/or any other health care facilities;

C. To establish, operate and maintain educational programs to instruct and train persons in the treatment and care of the sick and injured and in the promotion of wellness in the healthy;

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D. To establish, operate and maintain research facilities and programs in order to promote and conduct chemical, pathological, scientific, medical and surgical research;

E. To borrow funds in order to expand, enhance, support or maintain the activities of the Corporation or any of its affiliated organizations;

F. To accept charitable donations in order to expand, enhance, support or maintain the activities of the Corporation or any of its affiliated organizations;

G. To make charitable contributions to any organization exempt from taxation under Section 501(c) (3) of the Code, including any of its Members and affiliated organizations;

H. To manage and operate any of its assets in recognition and attainment of the foregoing objectives; and

I. To utilize its income in furtherance of the foregoing objectives.

ARTICLE IV. LIMITATIONS ON ACTIVITIES

Section 1. The Corporation shall not pay any individuals nor may any part of the net earnings of the Corporation inure to the benefit of, or be distributed to, any Member, Trustee or officer of the Corporation or any other private individual. The Corporation may pay reasonable compensation for services rendered to or for the Corporation to any of such persons (subject to duality/conflict of interest provisions of the Bylaws of the Corporation) and may confer benefits upon its Members in conformity with its purposes. The Corporation may make distributions in dissolution, partial liquidation or otherwise as permitted by the laws of the State of Florida, to any not-for-profit corporate Member or affiliated organization which is an organization described in Section 501(c)(3) of the Code. No substantial part of the activities of the Corporation shall be the carrying on of propaganda or otherwise attempting to influence legislation, and the Corporation shall not participate in or intervene in any political campaign (including the publication or distribution of statements) on behalf of any candidate for public office.

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Section 2. Notwithstanding any other provision of these Articles of Incorporation, the Corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt from taxation under Section 501(c)(3) of the Code, or by an organization contributions to which are deductible under Section 170(c)(2) of the Code.

Section 3. Notwithstanding any other provision of these Articles of Incorporation, the Corporation shall endeavor to maintain the osteopathic character of the Hospital; provided however, a change in such character may be instituted only after the approval of such change by a unanimous vote of all of the members of the Board of Trustees of Sun Coast Health System, Inc., a Member of the Corporation ("HSP").

Section 4. Upon the dissolution of the Corporation, the Corporation shall, after paying or making provisions for the payment of all of the liabilities of the Corporation, (1) distribute to its Members any amounts contributed by them or by either of them to the capital of the Corporation, as reflected in a contribution account for each Member maintained as a part of the financial records of the Corporation, and (2) dispose of any remaining assets of the Corporation to the Members, provided each is an organization exempt from taxation under Section 501(c)(3) of the Code, in such manner as the Members may agree; or if only one Member is so exempt at that time to that Member; or if none of the foregoing organizations are so exempt, then to such organization or organizations organized and operated exclusively for charitable, educational, or scientific purposes which, at the time of such disposition, qualify as an exempt organization or organizations under Section 501(c)(3) of the Code, as the Members of the Corporation shall determine. Any assets not so disposed of shall be disposed of by a court of competent jurisdiction exclusively for such purposes, or to such organization or organizations organized and operated exclusively for such purposes, as said court shall determine.

ARTICLE V. TERM OF EXISTENCE

The Corporation shall have perpetual existence.

ARTICLE VI. MEMBERSHIP

Section 1. The Corporation shall have as its sole members two (2) not-for-profit corporate entities, referred to herein individually as a "Member" and the "Members" collectively.

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Section 2. Unless changed by an amendment to the Articles of Incorporation of the Corporation, the sole Members shall be: SUN COAST HEALTH SYSTEM, INC., a Florida not-for-profit corporation, referred to herein as "HSI," and UNIVERSITY COMMUNITY HOSPITAL, INC., a Florida not-for-profit corporation, referred to herein as "UCH."

ARTICLE VII. BOARD OF TRUSTEES

Section 1. The business and affairs of this Corporation shall be managed by a Board of Trustees, whose members are referred to herein as "Trustees," except to the extent for those powers and responsibilities specifically reserved in these Articles of Incorporation or in the Bylaws of the Corporation to one or both of the Members.

Section 2. The number of Trustees of the Corporation shall be thirteen (13). The number may be changed from time to time as provided in the Bylaws.

Section 3. Trustees shall be elected, removed and hold office as provided in the Bylaws.

ARTICLE VIII. REGISTERED OFFICE AND AGENT

Section 1. The street address of the registered office of the Corporation shall be 2025 Indiana Rocks Road, Largo, Florida 33544.

Section 2. The name of the registered agent of this Corporation located at the address of the registered office is: Jeffrey A. Collins.

ARTICLE IX. BYLAWS

The power to adopt, amend or repeal Bylaws for the Corporation shall be vested only in the Members, as more specifically provided in the Bylaws.

ARTICLE X. AMENDMENTS

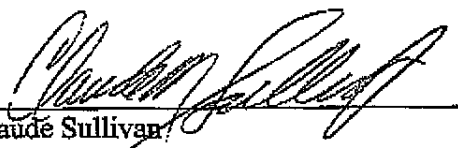
The power to alter, amend or repeal these Articles of Incorporation shall be vested only in the Members, as more specifically provided in the Bylaws of the Corporation.

The foregoing Amended and Restated Articles of Incorporation will become effective February 1, 2001, in accordance with the provisions of Section 617.0123 of the Florida Statutes.

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IN WITNESS WHEREOF, the undersigned, for the purpose of amending and restating the Articles of Incorporation of a not-for-profit corporation under the provisions of Chapter 617 of the Florida Statutes, constituting the President and Secretary of the Corporation, have executed these Amended and Restated Articles of Incorporation on behalf of the Corporation, this 29th day of January, 2001.

ATTEST:

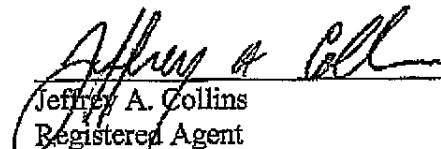

By: Claude Sullivan
Its Secretary


By: T.D. Hawkins
Its Chairman of the Board of Trustees

(CORPORATE SEAL)

ACCEPTANCE OF REGISTERED AGENT

I hereby agree to act as the Registered Agent for SUN COAST HOSPITAL, INC., as stated in the foregoing Amended and Restated Articles of Incorporation of said Corporation.


Jeffrey A. Collins
Registered Agent

CERTIFICATE

Sun Coast Hospital, Inc., a not-for-profit corporation organized and existing under the laws of the State of Florida (the "Corporation") hereby certifies pursuant to Sections 617.1002 and Section 617.1007, Florida Statutes, that:

1. The name under which the Corporation was originally incorporated was: Sun Coast Hospital, Inc. (an Osteopathic Institution).

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2. Its original Articles of Incorporation were filed on July 17, 1964, and were amended and restated as filed on October 16, 1985, with the Secretary of State, Tallahassee, Florida.

3. The Amended and Restated Articles of Incorporation were duly adopted by the Board of Directors of the Corporation at a meeting held on November 14, 2000, and the number of votes cast for the amendments were sufficient for approval; which Amended and Restated Articles of Incorporation were further approved by the sole member of the Corporation on November 14, 2000.

STATE OF FLORIDA)

COUNTY OF PINELLAS)

The foregoing instrument was acknowledged before me this 29 day of January, 2001, by T.D. HAWKINS and CLAUDE SULLIVAN, the Chairman of the Board of Trustees and Secretary, respectively, of SUN COAST HOSPITAL, INC., a Florida not-for-profit corporation.



(SEAL)

Betty V. Luska
Notary Public

My Commission Expires: 03/14/04