

F93000005573



ACCOUNT NO. : 072100000032

REFERENCE : 209669 4303712

AUTHORIZATION :

COST LIMIT : \$ 35.00

Patricia Pizito

FILED
2001 JUL -6 PM 2:31
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ORDER DATE : July 3, 2001

ORDER TIME : 9:50 AM

ORDER NO. : 209669-005

CUSTOMER NO: 4303712

CUSTOMER: Mr. Bill Pusey
Richards, Layton & Finger
One Rodney Square
Box 551
Wilmington, DE 19899

RECEIVED
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
2001 JUL -6 AM 11:20
NOT INTENDED
TO ACKNOWLEDGE
SUFFICIENCY OF FILING

FOREIGN FILINGS

NAME: HCA-THE HEALTHCARE COMPANY

300004462453--1

XX PROFIT
 NON-PROFIT

XX CORPORATE
 LIMITED PARTNERSHIP

XXXX AMENDMENT

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

N.C.

G. COULLETTE JUL 06 2001

CONTACT PERSON: Jeanine Reynolds -- EXT# 1133

EXAMINER: _____

PROFIT CORPORATION
APPLICATION BY FOREIGN PROFIT CORPORATION TO FILE AMENDMENT TO
APPLICATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA
(Pursuant to s. 607.1504, F.S.)

SECTION I
(1-3 MUST BE COMPLETED)

1. HCA-The Healthcare Company
Name of corporation as it appears on the records of the Department of State.
2. Delaware 3. December 8, 1993
Incorporated under laws of Date authorized to do business in Florida

SECTION II
(4-7 COMPLETE ONLY THE APPLICABLE CHANGES)

4. If the amendment changes the name of the corporation, when was the change effected under the laws of its jurisdiction of incorporation? July 1, 2001

5. HCA Inc.
Name of corporation after the amendment, adding suffix "corporation" "company" or "incorporated," or appropriate abbreviation, if not contained in new name of the corporation.

6. If the amendment changes the period of duration, indicate new period of duration.

New Duration

7. If the amendment changes the jurisdiction of incorporation, indicate new jurisdiction.

New Jurisdiction

John M. Franck II
Signature

July 1, 2001
Date

John M. Franck II
Typed or printed name

Vice President and Corporate Secretary
Title

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2001 JUL -6 PM 2:31
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

State of Delaware
Office of the Secretary of State

PAGE 1

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF MERGER, WHICH MERGES:

"HCA INC.", A DELAWARE CORPORATION,

WITH AND INTO "HCA-THE HEALTHCARE COMPANY" UNDER THE NAME OF "HCA INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-NINTH DAY OF JUNE, A.D. 2001, AT 10:30 O'CLOCK A.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF MERGER IS THE FIRST DAY OF JULY, A.D. 2001, AT 12:01 O'CLOCK A.M.



2342843 8100M

010318368

Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 1222036

DATE: 07-02-01

FROM RICHARDS, LAYTON & FINGER#8

(FRI) 6.29'01 10:38/ST.10:30 AM 06/29/2001
STATE OF DELAWARE
SECRETARY OF STATE P 2
DIVISION OF CORPORATIONS
FILED 10:30 AM 06/29/2001
010315203 - 2342843

CERTIFICATE OF OWNERSHIP AND MERGER

MERGING

HCA INC.

WITH AND INTO

HCA - THE HEALTHCARE COMPANY

Pursuant to Section 253 of the
General Corporation Law of the State of Delaware

HCA - The Healthcare Company, a Delaware corporation (the "Company"), does hereby certify to the following facts relating to the merger (the "Merger") of HCA Inc., a Delaware corporation (the "Subsidiary"), with and into the Company, with the Company remaining as the surviving corporation under the name of HCA Inc.:

FIRST: The Company is incorporated pursuant to the General Corporation Law of the State of Delaware (the "DGCL"). The Subsidiary is incorporated pursuant to the DGCL.

SECOND: The Company owns all of the outstanding shares of each class of capital stock of the Subsidiary.

THIRD: The Board of Directors of the Company, by the following resolutions duly adopted on May 24, 2001, determined to merge the Subsidiary with and into the Company pursuant to Section 253 of the DGCL:

WHEREAS, HCA - The Healthcare Company, a Delaware corporation (the "Company") owns all of the outstanding shares of the capital stock of HCA Inc., a Delaware corporation (the "Subsidiary"); and

WHEREAS, the Board of Directors of the Company has deemed it advisable that the Subsidiary be merged with and into the Company pursuant to Section 253 of the General Corporation Law of the State of Delaware;

NOW, THEREFORE, BE IT

RESOLVED, that the Subsidiary be merged with and into the Company (the "Merger");

RESOLVED FURTHER, that by virtue of the Merger and without any action on the part of the holder thereof, each then outstanding share of common stock of the Company shall remain unchanged and continue to remain outstanding as one share of common stock of the Company, held by the person who was the holder of such share of common stock of the Company immediately prior to the Merger;

RESOLVED FURTHER, that by virtue of the Merger and without any action on the part of the holder thereof, each then outstanding share of common stock of the Subsidiary shall be cancelled and no consideration shall be issued in respect thereof;

RESOLVED FURTHER, that the certificate of incorporation of the Company as in effect immediately prior to the effective time of the Merger shall be the certificate of incorporation of the surviving corporation, except that Article First thereof shall be amended to read in its entirety as follows:

FIRST: The name of the corporation is **HCA Inc.**

RESOLVED FURTHER, that the proper officers of the Company be, and they hereby are, authorized to make, execute and acknowledge, in the name and under the corporate seal of the Company, a certificate of ownership and merger for the purpose of effecting the Merger and to file the same in the office of the Secretary of State of the State of Delaware, and to do all other acts and things that may be necessary to carry out and effectuate the purpose and intent of the resolutions relating to the Merger.

FOURTH: The Company shall be the surviving corporation of the Merger. The name of the surviving corporation shall be amended in the Merger to be "HCA Inc."

FIFTH: The certificate of incorporation of the Company as in effect immediately prior to the effective time of the Merger shall be the certificate of

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incorporation of the surviving corporation, except that Article First thereof shall be amended to read in its entirety as follows:

FIRST: The name of the corporation is **HCA Inc.**

SIXTH: The effective time and date of the Merger shall be 12:01 a.m., Eastern Time, on July 1, 2001.

IN WITNESS WHEREOF, the Company has caused this Certificate of Ownership and Merger to be executed by its duly authorized officer this 29th day of June, 2001.

By: John M. Franck II
Name: John M. Franck II
Office: Vice President and Corporate Secretary