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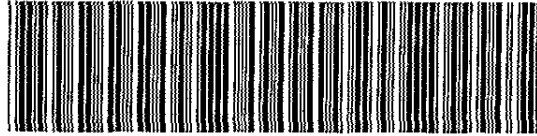
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Shane Lesky GAVE
AUTHORIZATION BY PHONE TO
CORRECT *add member's not*
DATE *sept 11* to vote statement
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FILED
04 JAN 22 PM 2:26
CLERK OF STATE
TALLAHASSEE, FLORIDA

13 1/2 of 104
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January 5, 2004

Amendment Section
Division of Corporations
Florida Department of State
P.O. Box 6327
Tallahassee, FL 32314

Re: ARTICLES OF AMENDMENT / Tampa Bay Healthcare Collaborative, Inc.

Dear Division of Corporations:

Enclosed for filing are the original Articles of Amendment to the Articles of Incorporation for the above-referenced not-for-profit corporation, together with a photocopy of the executed Amendment and a check payable to the Division of Corporations for \$43.75 in payment of the amendment fee (\$35.00) and the fee for a certified copy (\$8.75).

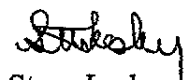
Please return a certified copy of the Articles of Amendment to:

Steve Lesky c/o
Tampa Bay Healthcare Collaborative, Inc.
P.O. Box 56703
St. Petersburg, FL 33702

Please call me at (727) 204-9895 if you have any questions regarding this matter.

Thank you for your assistance.

Sincerely,


Steve Lesky

Enclosures

FILED

ARTICLES OF AMENDMENT
TO THE ARTICLES OF INCORPORATION OF
TAMPA BAY HEALTHCARE COLLABORATIVE, INC.

04 JAN 22 PM 2:26

CLERK OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 617.1002 and Section 617.1006 of the Florida Statutes, the undersigned Florida nonprofit corporation (the "Corporation") adopts the following Articles of Amendment to its Articles of Incorporation:

ARTICLE III
Purpose

Article III, regarding Purpose is hereby deleted and replaced in its entirety with the following:

The purpose of the Corporation is to promote health, wellness, and safety of individuals in our community through coordination of existing resources and removing barriers to healthcare access. The Corporation shall focus efforts on activities that increase options for poor, marginalized, and disenfranchised populations. The Corporation shall work to remove social, racial, economic, and systemic barriers to healthcare services for the uninsured and underserved.

The Corporation is organized and shall be operated exclusively for charitable and educational purposes within the meaning of Section 501 (c) (3) of the Internal Revenue Code, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501 (c) (3) of the Internal Revenue Code or the corresponding section of any future United States Internal Revenue law.

ARTICLE IV
Manner of Election

Article IV, regarding Manner of Election is hereby deleted and replaced in its entirety with the following:

A Board of Directors shall manage the affairs of the Corporation. The number of Directors constituting the initial Board of Directors shall consist of not less than Three (3) and not more than Nine (9) persons elected by the Voting Membership at the annual meeting. Thereafter, the number and manner of election or appointment of Directors and their terms of office shall be as provided in the By-laws.

ARTICLE VIII
Powers & Limitations

Article VIII entitled Powers & Limitations is hereby created to read as follows:

The Corporation shall have all powers conferred upon a not for profit corporation organized and registered in the State of Florida under current Florida Statutes.

The Corporation shall not engage in any of the following activities:

- (1) The Corporation shall not participate in, or intervene in (including the publishing or distribution of statements), any political campaign on behalf of (or opposition to) a candidate for public office.
- (2) No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation.
- (3) No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, any of its members, trustees, officers, or other private persons, except that the Corporation shall be authorized to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the exempt purpose.
- (4) Notwithstanding any other provision of these articles, the Corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under section 501 (c) (3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under section 170 (c) (2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

ARTICLE IX
Members

Article IX entitled Members is hereby created to read as follows:

Membership provisions, if any (including the designation of classes, if any, and the method of acceptance of members of each such class), shall be set forth in the By-laws. The right of members, or any class of classes of members, to vote, if any, may be limited, enlarged, or denied to the extent specified in the By-laws.

ARTICLE X
Dissolution and Liquidation

Article X entitled Dissolution and Liquidation is hereby created as follows:

The Corporation may be dissolved upon the adoption of a plan to dissolve in the manner now or hereafter provided in the Florida Statutes. In the event of dissolution of the Corporation, no liquidating or other dividends and no distribution of property owned by the Corporation shall be declared or paid to any private individual, but the net assets of the Corporation shall be distributed as follows:

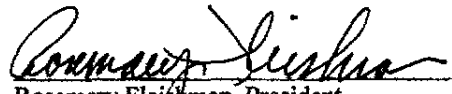
- (1) All liabilities and obligations of the Corporation shall be paid, satisfied and discharged, or adequate provision shall be made therefor;
- (2) Distributed for one or more exempt purposes within the meaning of section 501 (c) (3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose.

DATE OF ADOPTION: The date of adoption of these amendments was December 17, 2003.

VOTE ON AMENDMENTS: These Articles of Amendment were recommended by the Board of Directors and the number of votes cast for these amendments was sufficient for approval. Members were not entitled to vote on this amendment.

CERTIFICATION

I, Rosemary Fleishamn, President of the Board of Directors and the Corporation, hereby certify these Articles of Amendment to the Articles of Incorporation of the **Tampa Bay Healthcare Collaborative, Inc.** were recommended by the Board of Directors and duly adopted at its meeting on December 17, 2003.


Rosemary Fleishman, President
Board of Directors