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Attn: Darlene Connell
Please refer to our letter dated 9/30/99

To:
Division of Corporations
Fax Number : (850)922-4000

From:
Account Name : SMITH HULSEY & BUSEY
Account Number : 075030000653
Phone : (904)359-~~7000~~ 7736
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BASIC AMENDMENT

UNIVERSITY MEDICAL CENTER FOUNDATION, INC.

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Amended & Restated
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AMENDED AND RESTATED
ARTICLES OF INCORPORATION OF
UNIVERSITY MEDICAL CENTER FOUNDATION, INC.

A. The name of the Corporation is University Medical Center Foundation, Inc.

B. Amendments to the Articles of Incorporation were adopted on September 16, 1999, by the Members of the Corporation, to amend the Articles of Incorporation in their entirety to delete historical references, to change the registered agent and office of the Corporation, and to change the number and manner of election of the Members and the Board of Directors of the Corporation, so that after amendment, the Articles of Incorporation shall read as follows:

AMENDED AND RESTATED ARTICLES OF INCORPORATION UNIVERSITY MEDICAL CENTER FOUNDATION, INC.

Article I.
Name

The name of the Corporation is University Medical Center Foundation, Inc.

Article II.
Principal Office

The address of the Corporation's principal office is 655 West 8th Street, Jacksonville, Florida 32209.

Article III.
Registered Agent

The street address of the registered office of the Corporation is 225 Water Street, Suite 1800, Jacksonville, Florida 32202, and the name of its registered agent at such address is Smith Hulsey & Busey.

Article IV.
Purposes

The Corporation is organized as a not for profit corporation under Chapter 617, Florida Statutes, for the following purposes:

(a) To support and encourage health care, medical, human and related services in North Florida and surrounding areas by operating for the benefit of Shands Jacksonville HealthCare, Inc., which organization is qualified as an exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1986 (the "Code"), as amended from time to time, or the corresponding provision of any subsequent federal tax law, and which organization is described in Section 509(a)(1) of the Code as a public charity; provided, however, that if Shands Jacksonville HealthCare, Inc. ceases to qualify under Section 501(c)(3) of the Code and be described in either Section 509(a)(1) or 509(a)(2) as a public charity, then one or more subsidiaries of Shands Jacksonville HealthCare, Inc. that are organized and operated exclusively for charitable, scientific, health and educational purposes and are described in Section 501(c)(3) and either Section 509(a)(1) or Section 509(a)(2) of the Code shall be substituted for Shands Jacksonville HealthCare, Inc.;

(b) To encourage, motivate, accept, hold, invest, reinvest and administer any gifts, bequests and devises of property of any sort, without any limitation as to amount or value, and to use, disburse, loan or donate the principal thereof or income earned thereupon for charitable, scientific, educational and health care related activities or purposes; to give convey, loan or assign any of its gifts outright, or upon lawful terms regarding the use thereof, to other organization or entities organized and operated exclusively for charitable, scientific, educational or health care related purposes; to engage in and conduct charitable, educational and scientific activities and services related to the provision of health care services in and around the general service area of Shands Jacksonville HealthCare Inc.'s hospital; and for any and all other lawful purpose or purposes for which a not for profit corporation may be organized within the meaning of Section 501(c)(3) of the Code, and no part of the income or assets of the Corporation shall be distributed to, nor inure to the benefit of, any individual;

(c) to operate without regard to race, age, sex, religion or national origin;

(d) to carry out its functions such that no substantial part of the Corporation's activities shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in or intervene in (including the publishing or distribution of statements) any political campaign on behalf of (or in opposition to) any candidate for public office; and

(e) to operate, participate in or manage any other programs or activities that are not prohibited by law and that do not conflict with the provisions of Section 501(c)(3) of the Code.

Article V.
Powers

The Corporation shall have and exercise all powers of a corporation not for profit as the same now exist or may hereinafter exist under the laws of the State of Florida. No part of the assets, income or profits of the Corporation shall be distributable to, or inure to the benefit of, its members, directors or officers or any private individual, except that the Corporation shall be authorized and empowered to pay reasonable compensation to its employees for services rendered and to make payments and distributions in the furtherance of the purposes set forth herein. Notwithstanding any other provision hereof, the Corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt from federal income taxation under Section 501(c)(3) of the Code or by an organization, contributions to which are deductible under Section 170 of the Code.

Article VI.
Member

Section 6.1 Member. Shands Jacksonville HealthCare, Inc. shall be the sole Member of the Corporation.

Section 6.2 Reserved Powers. Notwithstanding any other provision of these Articles of Incorporation, there is reserved to the Member (a) all matters required to be reserved to the Member under the Florida Not For Profit Corporation Act and (b) the power to amend these Articles of Incorporation and the Corporation's Bylaws.

Article VII.
Manner of Election of Directors

The Corporation shall be managed by or under the direction of the Board of Directors, which shall consist of at least three (3) but not more than fifteen (15) members who shall be elected by the sole Member of the Corporation as provided in the Bylaws of the Corporation. The Board of Directors shall carry out the purposes of the Corporation in compliance with these Articles of Incorporation and the Corporation's Bylaws.

Article VIII.
Dissolution

In the event of dissolution of the Corporation or the winding up of its affairs, or other liquidation of its assets, the Corporation's property shall not be conveyed to any organization created or operated for profit or to any individual, and all assets remaining after the payment of the Corporation's debts shall be conveyed or distributed at the direction of the then Directors of the Corporation to such other organization or organizations that are exempt from federal income tax under Section 501(c)(3) of the Code.

Article IX.
Amendment

The sole Member of the Corporation may amend, alter or repeal any provision of these Articles of Incorporation in the manner now or hereinafter provided by Florida law.

There are no other amendments to the Articles of Incorporation, except as stated above.

C. The Members of the Corporation were entitled to vote on this amendment, and the number of votes cast for the amendment was sufficient for approval by the Members entitled to vote.

IN WITNESS WHEREOF, University Medical Center Foundation, Inc. has caused these Articles of Amendment to be signed in its name by its Treasurer this 16th day of September, 1999.

UNIVERSITY MEDICAL CENTER FOUNDATION, INC.

By: David W. Mayer
David W. Mayer
Treasurer

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CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of section 617.0501, Florida Statutes, University Medical Center Foundation, Inc., organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the Corporation is University Medical Center Foundation, Inc.

2. The name and address of the registered agent and office are Smith Hulsey & Busey, 225 Water Street, Suite 1800, Jacksonville, Florida 32202.

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, SMITH HULSEY & BUSEY HEREBY ACCEPTS THE APPOINTMENT AS REGISTERED AGENT AND AGREES TO ACT IN THIS CAPACITY. SMITH HULSEY & BUSEY FURTHER AGREES TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF ITS DUTIES AND IS FAMILIAR WITH AND ACCEPTS THE OBLIGATIONS OF ITS POSITION AS REGISTERED AGENT.

SMITH HULSEY & BUSEY

By: William E. Kuntz
William E. Kuntz
Vice-President

Date: September 17, 1999

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