



Buchanan Ingersoll
ATTORNEYS

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N46613

May 28, 2002

VIA FEDERAL EXPRESS

Florida Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
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WASHINGTON, DC

Re: Articles of Amendment for Various Entities

Dear Sir or Madam:

We have enclosed an original of the Articles of Amendment to the Amended and Restated Articles of Incorporation for each of the following Florida not for profit corporations:

1. St. Mary's Imaging Center, Inc.
2. St. Mary's ASC, Inc.
3. St. Mary's Ancillary Services, Inc.
4. St. Mary's Care Services, Inc.
5. Women's Health Services, Inc.

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-05/29/02--01026--016
*****218.75 *****43.75

In addition, we have enclosed a check from this law firm in the amount of \$218.75, representing the filing fee of \$35.00 per Articles of Amendment (for a subtotal of \$175.00) and \$8.75 for a certified copy of each of the Articles of Amendment (for a subtotal of \$43.75).

Thank you for your assistance in this matter. If you have any questions or would like to discuss the filing of these documents, please call me at (813) 222-8199.

Sincerely,

Linda L. Fleming
Linda L. Fleming

Enclosures

cc: Mr. Bill Bricker (w/enclosures)
Dale S. Webber, Esq. (w/enclosures)

Amendment

6/4/02 DC

**ARTICLES
OF AMENDMENT TO THE
AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
ST. MARY'S ASC, INC.**

FILED
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DIVISION OF CORPORATIONS
2002 MAY 29 PM 4:27

Pursuant to the provisions of 617.1001, 617.1002, and 617.1006 of the Florida Statutes, St. Mary's ASC, Inc., a Florida not for profit corporation, adopts the following Articles of Amendment (this "Amendment") to its Amended and Restated Articles of Incorporation:

1. Name of Corporation. The name of the Corporation is St. Mary's ASC, Inc. (the "Corporation").
2. Text of Amendment. Article XIV is deleted in its entirety and the following is substituted in its stead:

ARTICLE XIV
DISSOLUTION AND DISTRIBUTION

Upon the dissolution or liquidation of the Corporation, whether de jure or de facto, in whole or in part, the Corporation's Board of Trustees shall adopt a resolution recommending a plan of distribution and directing its submission to a vote by the Members of the Corporation. The Members shall determine the distribution of all assets of the Corporation not disposed of in discharging the Corporation's liabilities or otherwise distributed in accordance with applicable legal requirements. Such assets of the Corporation shall be distributed only to such not for profit corporations as are then exempt from taxation under Section 501(a) of the Code as an organization described in Section 501(c)(3) thereof. In the event the distributee designated by the Members is not an exempt organization at the time of distribution, the assets of the Corporation will be distributed to another organization that is then exempt from taxation under Section 501(a) of the Code as an organization described in Section 501(c)(3) thereof.

3. Date and Manner of Adoption. This Amendment was adopted by the Limited Member on June 28, 2001. The numbers of votes cast in favor of the Amendment was sufficient for adoption.

IN WITNESS WHEREOF, the President of the Corporation has signed these Articles of Amendment on this 8th day of MAY, 2002.

ST. MARY'S ASC, INC.

By: 
Robert V. Stanek, President