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ACCOUNT NO. : 072100000032

REFERENCE : 618280 7132640

AUTHORIZATION : Patricia Pappas

COST LIMIT : \$ 87.50

ORDER DATE : December 2, 1997

ORDER TIME : 9:56 AM

ORDER NO. : 618280-040

CUSTOMER NO: 7132640

CUSTOMER: Mr. Dale S. Webber
Buchanan Ingersoll, P.C.
Suntrust Financial Center
401 E. Jackson Street, #2500
Tampa, FL 33602

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DOMESTIC AMENDMENT FILING

NAME: ST. JOSEPH'S SPECIALTY SERVICES, INC.

EFFECTIVE DATE:

XXXX ARTICLES OF AMENDMENT
 RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XXXX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Stacy L Earnest

EXAMINER'S INITIALS

AM/Rest
KCG 12/2

FILED
RECEIVED
97 DEC -2 PM 12:59
97 DEC -2 AM 10:47
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
DIVISION OF CORPORATION

ARTICLES OF AMENDMENT
to
ARTICLES OF INCORPORATION
of

St. Joseph's Specialty Services, Inc.

Pursuant to the provisions of section 617.1006, Florida Statutes, the undersigned Florida nonprofit corporation adopts the following article of amendment to its articles of incorporation.

FIRST: Amendment(s) adopted: (INDICATE ARTICLE NUMBER(S) BEING AMENDED, ADDED OR DELETED.)

The Articles are amended and restated in their entirety as set forth on Exhibit A attached to the Articles of Amendment.

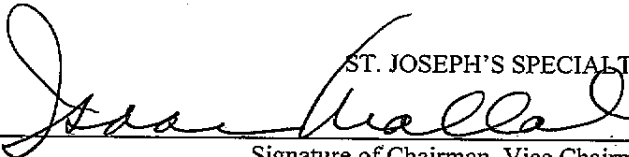
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TALLAHASSEE, FLORIDA

SECOND: The date of adoption of the amendment(s) was: October 15, 1997

THIRD: Adoption of Amendment (CHECK ONE)

The amendment(s) was (were) adopted by the members and the number of votes cast for the amendment was sufficient for approval.

There are no members of members entitled to vote on the amendment. The amendment(s) was (were) adopted by the board of directors.

ST. JOSEPH'S SPECIALTY SERVICES, INC.


Signature of Chairman, Vice Chairman, President or other officer

ISAAC MALLAH
Typed or printed name

PRESIDENT
Title

NOVEMBER 24, 1997
Date

EXHIBIT A
**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
ST. JOSEPH'S SPECIALTY SERVICES, INC.**

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TALLAHASSEE, FLORIDA

ARTICLE I
NAME AND PRINCIPAL PLACE OF BUSINESS

The name of the Corporation is St. Joseph's Specialty Services, Inc., and the principal place of business of the Corporation is located at 3003 West Dr. Martin Luther King, Jr. Boulevard, Tampa, Florida 33607.

ARTICLE II
DEFINITIONS

For the purposes of these Amended and Restated Articles of Incorporation, the terms herein referred to shall have the following meanings:

- (a) The term "Act" means the Florida Not For Profit Corporation Act, or any successor law, as the same may be amended from time to time.
- (b) The term "Bylaws" means the Bylaws of the Corporation, as the same may be further amended or revised from time to time.
- (c) The term "Corporation" means St. Joseph's Specialty Services, Inc., a Florida not for profit corporation, unless, from its context or use, it clearly has a different meaning.

ARTICLE III
PERIOD OF EXISTENCE

The period of existence of the Corporation shall be perpetual.

ARTICLE IV

PURPOSES

The Corporation shall be organized and operated exclusively for charitable, religious, educational and scientific purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or corresponding provisions of any subsequent federal tax laws (the "Code"). The Corporation shall be operated in conformity with the Ethical and Religious Directives for Catholic Health Care Services as promulgated and amended from time to time by the United States Catholic Conference of Bishops (the "Ethical and Religious Directives"). In furtherance of the foregoing, the purposes for which the Corporation is organized are:

- (a) To serve the mission of the Franciscan Sisters of Allegany, New York, a religious institute of the Roman Catholic Church or its canonical successor (the "Sponsoring Organization"), in its health care apostolate and provide medically related services ancillary to that mission.
- (b) Evidence the Sponsoring Organization's policies governing its health care apostolate and provide medically related services ancillary to that mission.
- (c) Establish, develop, sponsor, promote and/or conduct out-patient centers, treatment facilities, educational programs, health related activities and other charitable activities, and in the discretion of the Board of Trustees of the Corporation, to support other not for profit health care providers organized for charitable purposes; provided that each is an organization described in Section 501(c)(3) of the Code and in Section 509(a)(1) or (2) of the Code; and, further provided that the Corporation shall be operated, supervised or controlled by or in connection with each additional supported organization within the meaning of Section 509(a)(3) of the Code.
- (d) Provide management and administrative assistance to health care facilities in furtherance of their scientific, religious, educational and charitable purposes.
- (e) Own, lease or otherwise deal with all property, real and personal, to be used in furtherance of these purposes.
- (f) Own or operate facilities or own other assets for public use and welfare in furtherance of these purposes.
- (g) Contract with other organizations, for profit and not for profit, with individuals and with governmental agencies in furtherance of these purposes.
- (h) Engage in any lawful act or activity in furtherance of these purposes for which corporations may be organized under the Florida Not For Profit Corporation Act.

(i) Solicit and receive contributions, grants, gifts, devises and transfers of real and personal property, either outright or in trust, from whatever sources and whether unrestricted or for designated purposes, which contributions will be used to carry out the purposes referred to in (a) through (h) above.

ARTICLE V

POWERS

This Corporation shall have all of the corporate powers enumerated in Chapter 617 of the Florida Statutes as it may be amended from time to time provided, however, that none of the powers granted to this Corporation shall be used in any manner whatsoever in contravention of the purpose or purposes for which the Corporation has been formed as set forth in Article IV.

ARTICLE VI

LIMITATIONS ON ACTIVITIES

The Corporation will not be operated for pecuniary gain or profit, incidental or otherwise, of any private individual. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its Corporate Member, Trustees, Officers or other private individuals, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered to or for the Corporation. 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 (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office in violation of any provisions applicable to corporations exempt from taxation under Section 501(a) as organizations described in Section 501(c)(3) of the Code and the regulations promulgated thereunder as they now exist or as they may be hereafter amended. Notwithstanding any other provisions of these Articles of Incorporation, the Corporation shall not carry on any activity not permitted to be carried on by (i) a corporation exempt from federal income tax under Section 501(c)(3) of the Code, (ii) a corporation, contributions to which are deductible under Section 170(c)(2) of the Code, or (iii) any corporation described in Section 509(a) of the Code.

ARTICLE VII

MEMBER

Section 1. Member. The sole Member of the Corporation shall be St. Joseph's Health Care Center, Inc., a Florida not for profit corporation (the "Member" or "Corporate Member"). The Corporate Member and the Corporation both participate in the health care system of Catholic Health East, a Pennsylvania nonprofit corporation ("CHE").

Section 2. Reserved Powers. The Member shall reserve to itself in the capacity as the Corporate Member of the Corporation, the following two categories of actions: Class I Member reserved rights and Class II Member reserved rights.

(a) Class I Member Reserved Rights:

- (i) Addition, deletion or reconfiguration of services of the Corporation.
- (ii) Establishment of overall capital and operating budgets and strategic plans applicable to the Corporation, including the use of the funds of the Corporation.
- (iii) Exclusive authority to enter into managed care contracts on behalf of the Corporation.
- (iv) Approval of contracts on behalf of the Corporation (but the Member may establish policies from time to time providing that only specific types of contracts or contracts involving obligations in excess of specified levels need to be approved by the Member).
- (v) Authority to establish fees and charges on behalf of the Corporation.
- (vi) Determination of whether the Corporation should join any networks or alternative or integrated delivery systems.
- (vii) Establishment of employment and other policies applicable to all personnel employed by the Corporation.
- (viii) Approval of the philosophy, mission statement and purposes of the Corporation.
- (ix) Approval of changes in the Bylaws of the Corporation or in these Articles of Incorporation.
- (x) Approval of the merger, consolidation, dissolution, sale or other transfer of substantially all assets of the Corporation, or other change in corporate form, causing a fundamental reorganization of the Corporation.
- (xi) Approval of the incurrence of indebtedness by the Corporation above certain limits established by the Member.
- (xii) Approval of the establishment of additional affiliates or subsidiaries of the Corporation.
- (xiii) Adoption of strategic plans or major changes in programs or services of the Corporation.

(xiv) Approval of the purchase, sale, transfer, or other encumbrance of assets of the Corporation above specified levels established by the Member.

(b) Class II Member Reserved Rights:

(i) Approval of the philosophy, mission statement and purposes of the Corporation.

(ii) Approval of the merger, consolidation, dissolution, sale or other transfer of substantially all assets of the Corporation, or other change in corporate form, causing a fundamental reorganization of the Corporation.

(iii) Approval of any sale, long term lease, mortgage, encumbrance or disposition of property of the Corporation constituting an "alienation" under principles of canon law.

(iv) Approval of matters relating to the implementation of and compliance with the Ethical and Religious Directives.

(v) Approval of substantive changes in the Bylaws of the Corporation and these Articles of Incorporation (provided that prior notice of any change in these Articles of Incorporation or the Bylaws of the Corporation shall be provided to CHE and, if such change, as a result of CHE being a Catholic entity, must be approved by CHE, such change, regardless of whether it is substantive as a matter of civil law, shall be subject to the approval of CHE).

(vi) Subject to Paragraph (b)(iii) of this Article VII, with regard to any assets of the Corporation no longer required in the operations of the Corporation, approval of any sale or other disposition of any assets not in the ordinary course which have a value in excess of \$3 million, and with regard to all other assets of the Corporation used in the operations of the Corporation, approval of any sale or other disposition of such assets not in the ordinary course (but the foregoing is not intended to limit any transfer of the location of the assets from the Corporation to another entity in connection with a duly authorized reconfiguration of services).

(vii) The determination of the distribution of assets upon dissolution or liquidation of the Corporation.

ARTICLE VIII

BOARD OF TRUSTEES

Subject to the reserved rights of the Corporate Member set forth in these Articles of Incorporation and in the Bylaws of the Corporation, the business and affairs of the Corporation shall be managed by or under the direction of its Board of Trustees which may exercise all such powers of the Corporation and do all such lawful acts and things as are not by the Act, these Articles of Incorporation or the Bylaws directed or required to be exercised or done by the

Corporate Member. Trustees shall be appointed as provided in the Bylaws of the Corporation. Except as otherwise provided in these Articles of Incorporation, provisions for membership, qualifications, manner of appointment and removal, term of office, time and place of meetings, and powers and duties of the Board of Trustees of the Corporation shall be governed by the Bylaws of the Corporation.

ARTICLE IX

OFFICERS

Section 1. The officers of the Corporation shall include a President, an Executive Vice-President, a Secretary and a Treasurer. The Corporation may have additional officers, assistant officers and agents, including, without limitation, one or more Senior, Assistant or other Vice-Presidents, an Assistant Secretary and an Assistant Treasurer.

Section 2. The officers shall be appointed, removed and hold office as provided in the Bylaws.

Section 3. The officers shall have such powers and responsibilities as provided in the Bylaws.

ARTICLE X

REGISTERED OFFICE AND REGISTERED AGENT

The address of the Corporation's registered office is St. Joseph's Health Services, 3003 West Dr. Martin Luther King, Jr. Boulevard, Tampa, Florida 33607. The name of the registered agent is Isaac Mallah.

ARTICLE XI

DISSOLUTION

Subject to any approvals described in these Articles of Incorporation or the Bylaws of the Corporation, upon the dissolution and final liquidation of the Corporation, all of its assets, after paying or making provision for payment of all its known debts, obligations and liabilities, as well as any claims, subventions or subvention-like rights of or owed to the Sponsoring Organization, and returning, transferring or conveying assets held by the Corporation conditional upon their return, transfer or conveyance upon dissolution of the Corporation, shall be distributed to the Corporate Member of this Corporation or its successors, so long as such distributee is an organization exempt from federal income tax by virtue of being an organization as described in Section 501(c)(3) of the Code. Any such assets not disposed of in accordance with the foregoing shall be distributed to one or more corporations, trusts, funds or organizations which at the time

appear in the Official Catholic Directory published annually by P.J. Kenedy & Sons or any successor publication, or are controlled by any such corporation, trust, fund or organization that so appears, and are exempt from federal income tax as organizations described in Section 501(c)(3) of the Code, as in the sole judgment of the Sponsoring Organization have purposes most closely aligned to those of the Corporation, subject to any approvals described in these Articles of Incorporation or the Bylaws of the Corporation. Any assets not so disposed of shall be disposed of by a court of competent jurisdiction exclusively to one or more corporations, trusts, funds or other organizations as said court shall determine, which at the time are exempt from federal income tax as organizations described in Section 501(c)(3) of the Code and which are organized and operated exclusively for such purposes. No private individual shall share in the distribution of any Corporation assets upon dissolution of the Corporation.

ARTICLE XII

AMENDMENTS TO ARTICLES OF INCORPORATION

These Articles of Incorporation may be amended as provided in the Bylaws of the Corporation.