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ACCOUNT NO. : 072100000032
REFERENCE : 503094 4312787
AUTHORIZATION : *Patricia Pajut*
COST LIMIT : \$ 43.75

FILED
2002 MAR 29 PM 2:23
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ORDER DATE : March 29, 2002

ORDER TIME : 11:29 AM

ORDER NO. : 503094-010

CUSTOMER NO: 4312787

500005176765--0

CUSTOMER: Kyle Saxon, Esq
Catlin Saxon Tuttle And Evans,
Alfred I. Dupont Bldg., #1700
169 E. Flagler Street
Miami, FL 33131

DOMESTIC AMENDMENT FILING

NAME: BHS REAL ESTATE FOUNDATION,
INC.

~~FILE SECOND~~

XX ARTICLES OF AMENDMENT
 RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

RECEIVED
02 MAR 29 PM 12:13
DIVISION OF CORPORATION

N.C.
G. Coulter MAR 29 2002

CONTACT PERSON: Deborah Schroder -- EXT# 1118

EXAMINER'S INITIALS: _____

Articles of Amendment
To The Articles of Incorporation
of

BHS REAL ESTATE FOUNDATION, INC.
(a Not For Profit Corporation)

FILED
2002 MAR 29 PM 2:23
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

By majority vote of the Board of Directors and the Members of BHS Real Estate Foundation, Inc., at a meeting held on March 21, 2002, at which a quorum was present, the Board of Directors and the Members adopted the following amendments to the Articles of Incorporation with such amendments to be effective as of March 25, 2002:

1. The name of the corporation in the heading of the Articles of Incorporation is changed from "BHS REAL ESTATE FOUNDATION, INC." to "BHSF REAL ESTATE FOUNDATION, INC."

2. Article I is amended to read as follows:

ARTICLE I - NAME AND ADDRESS

The name of the Corporation shall be BHSF REAL ESTATE FOUNDATION, INC., and it shall be located at 8900 North Kendall Drive, Miami, Florida 33176.

These Articles of Amendment were duly adopted by the Board of Directors and Members of the Corporation on March 21, 2002, and by the Board of Trustees of Baptist Health South Florida, Inc., formerly known as Baptist Health Systems of South Florida, Inc., on March 25, 2002, and the number of votes cast for the Amendments by the Directors and Members of the Corporation and by the Board of Trustees of Baptist Health South Florida, Inc., formerly known as Baptist Health Systems of South Florida, Inc., was sufficient for approval. The Amendments included in these Articles of Amendment have been adopted pursuant to Sections 617.1002 and 617.1006, Florida Statutes and there is no discrepancy between the Articles of Incorporation as previously filed and amended and the provisions of these Articles of Amendment other than the inclusion of the Amendments adopted pursuant to Sections 617.1002 and 617.1006, Florida Statutes.

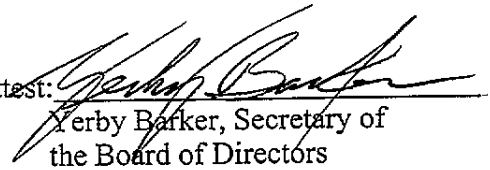
IN WITNESS WHEREOF, the undersigned Chairman and Secretary of the Board of Directors of the Corporation have executed these Articles of Amendment on March 21, 2002, and the undersigned Chairman and Secretary of the Board of Trustees of Baptist Health South Florida, Inc., formerly known as Baptist Health Systems of South Florida, Inc., have executed these Articles of Amendment on March 25, 2002, for the purpose of amending the Articles of Incorporation of the Corporation. The undersigned

certify that no actions have been taken since the votes of their respective boards to modify or rescind the adoption of the Amended and Restated Articles as provided herein and that said adoption remains in full force and effect.

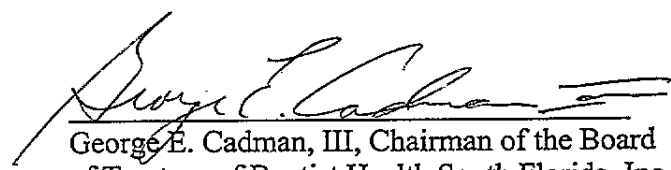
(CORPORATE
SEAL)


James Carr, Chairman of the Board
of Directors

Attest:


Yerby Barker, Secretary of
the Board of Directors

(CORPORATE
SEAL)

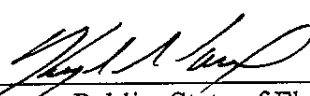

George E. Cadman, III, Chairman of the Board
of Trustees of Baptist Health South Florida, Inc.,
formerly known as Baptist Health Systems of
South Florida, Inc.

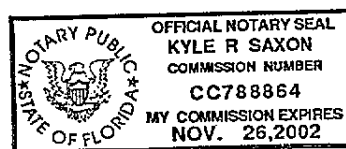
Attest:


Rev. David W. Cleeland, Secretary
of Baptist Health South Florida, Inc.,
formerly known as Baptist Health
Systems of South Florida, Inc.

STATE OF FLORIDA
COUNTY OF MIAMI-DADE

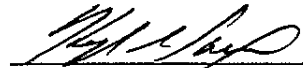
The foregoing instrument was acknowledged before me this 21st day of March, 2002, by James Carr and Yerby Barker, the Chairman and Secretary, respectively, of the Board of Directors of Keys Hospital Foundation, Inc. They are personally known to me.


Notary Public, State of Florida
My Commission Expires:



STATE OF FLORIDA
COUNTY OF MIAMI-DADE

The foregoing instrument was acknowledged before me this 25th day of March, 2002, by George E. Cadman, III and Rev. David W. Cleeland, the Chairman and Secretary, respectively, of the Board of Trustees of Baptist Health South Florida, Inc., formerly known as Baptist Health Systems of South Florida, Inc. They are personally known to me.



Notary Public, State of Florida
My Commission Expires:

