

P96000060186

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

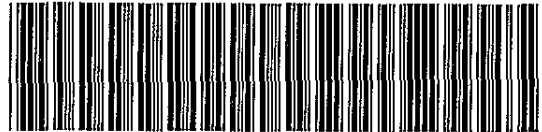
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only



800009554788

FILED

02 DEC 24 PM 4: 59
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

EFFECTIVE DATE
4/1/02

RECEIVED

02 DEC 24 PM 2: 24
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

12/20/02
Amended
+ Restated
Art.
Sj



ACCOUNT NO. : 072100000032
REFERENCE : 870877 7199649
AUTHORIZATION : *Patricia Piquet*
COST LIMIT : \$ 43.75

ORDER DATE : December 24, 2002

ORDER TIME : :59 PM

ORDER NO. : 870877-010

CUSTOMER NO: 7199649

CUSTOMER: Ms. Olga Duque
Hunton & Williams
Suite 2500, Barclays Financial
Center 1111 Brickell Ave
Miami, FL 33131

DOMESTIC AMENDMENT FILING

NAME: MERCYHEALTH, INC.

EFFECTIVE DATE:

ARTICLES OF AMENDMENT
XX RESTATED ARTICLES OF INCORPORATION

*F-1/2
Pnd*

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Sara Lea -- EXT# 1114

EXAMINER'S INITIALS: _____

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
MERCYHEALTH, INC.
A Florida For Profit Corporation**

FILED
02 DEC 24 PM 4: 59
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

EFFECTIVE DATE
1/1/07

Pursuant to Sections 607.1003 and 607.1007 of the Florida Business Corporation Act, the Articles of Incorporation of MercyHealth, Inc. are hereby amended and restated as follows:

FIRST: The name of the corporation is MercyHealth, Inc. (hereinafter the "Corporation").

SECOND: The address of the principal office of the Corporation and the Corporation's mailing address is: 1330 Coral Way, Suite 200, Miami, FL 33145

THIRD:

Section 3.1 Authorized Shares; Designation of Class A and Class B Shares. The aggregate number of shares of which the Corporation shall have authority to issue is 20,000 shares of common stock, of which: (i) 10,000 shares with a \$0.01 par value per share, shall be designated as "Class A" shares and (ii) 10,000 shares with a \$0.01 par value per share shall be designated as "Class B" shares. The classes of common stock shall be alike in every respect with the same rights, preferences, privileges and liabilities, except that only duly licensed physicians shall be Class A shareholders and Class B shareholders shall be non-physicians. All shares shall be subject to a shareholders agreement among the shareholders and the Corporation. Any other conditions and limitations on Class A and Class B shares shall be set forth in the Bylaws.

Section 3.2 Elimination of Prior Authorized Classes of Stock. On the date of filing of these Amended and Restated Articles of Incorporation with the Secretary of State of the State of Florida, the Corporation eliminates its previous designation and conditions of "Class A" and "Class B" shares of common stock and the Corporation shall have no further authority to issue such prior classes of stock.

Section 3.3. Preemptive Rights. Pursuant to Section 607.0630 of the Florida Business Corporation Act, the shareholders shall have preemptive rights to acquire the Corporation's unissued shares upon the decision of the Board of Directors to issue them and in accordance with the terms and conditions of the shareholders agreement among the shareholders and the Corporation.

Section 3.4. Approval by Shareholders. The Corporation shall not, without first obtaining the approval of the holders of not less than two-thirds (2/3) of the then outstanding total number of shares of common stock, authorize any of the following actions (referred to as a "Major Action"):

(i) authorize the sale, conveyance or other disposition of all or substantially all of the Corporation's assets or (ii) the consummation by the Corporation of a transaction or series of related transactions, including, without limitation, the issuance or sale of voting securities and any merger, consolidation or other corporate reorganization if: (a) the Class A shareholders of the Corporation immediately prior to such transaction (or in the case of a series of transactions, the first of such transactions), would hold less than 50% of the voting power of the Corporation immediately after the consummation of such transaction (or, in the case of a series of transactions, the last of such transactions); or

Section 3.5 Treasury Shares. The Corporation may acquire its own shares and shares acquired by the Corporation shall constitute treasury shares.

FOURTH: The registered office and the registered agent of the Corporation shall continue to be as follows:

<u>NAME</u>	<u>ADDRESS</u>
CORPORATION SERVICE COMPANY	1201 Hays Street Tallahassee, Florida 32301

FIFTH: The purpose for which the Corporation is organized is to conduct any lawful business, to promote any lawful purpose, and to engage in any lawful act or activity within the purposes for which corporations may be organized under the Florida Business Corporation Act.

SIXTH: Each shareholder shall be entitled to one (1) vote for each share of common stock held by such shareholder on any matter presented to shareholders. Except as otherwise set forth herein, the affirmative vote of a majority of the shares represented at a duly called meeting at which a quorum is present and entitled to vote shall be the act of the shareholders.

SEVENTH: By affirmative vote of two-thirds (2/3rds) of the Board, the Board may propose a plan of dissolution for submission to the shareholders. Such recommendation may be conditioned on any basis. Upon such affirmative vote of the Board to propose a plan of dissolution, the Corporation shall notify each shareholder of record entitled to vote, of a proposed shareholders' meeting and that the purpose of such meeting will be the consideration of a plan of dissolution of the Corporation. In order to effect the Board's proposal to dissolve, the proposal must be approved by the affirmative vote of at least two-thirds (2/3rds) of the shares represented at a duly called meeting at which a quorum of present and entitled to vote.

EIGHT: A director or officer shall not be personally liable to the Corporation or its shareholders for damages for breach of any duty owed to the Corporation or its shareholders, except that this provision shall not relieve a director or officer from liability for any breach of duty based upon an act or omission in breach of such director's or officer's duty of loyalty to the Corporation or its shareholders. The personal liability of the directors of the Corporation is hereby eliminated to the fullest extent permitted by the Florida Business Corporation Act and by any other applicable provision of law.

NINTH: The duration of the Corporation is to be perpetual.

TENTH: The method of distribution of assets of the Corporation upon dissolution shall be as set forth in the Bylaws.

IN WITNESS WHEREOF, the undersigned, for the purpose of amending and restating the Corporation's Articles of Incorporation pursuant to the Florida Business Corporation Act of the State of Florida, executed these Amended and Restated Articles of Incorporation on December 11, 2002.

MERCYHEALTH, INC.

By: 

[Name] Esther Surujon-Winer

[Title] Chief Executive Officer

Acceptance by Registered Agent
for
MERCYHEALTH, INC.

I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligation of my position as registered agent.

Corporation Service Company
1201 Hays Street
Tallahassee, FL 32301

Deborah D. Skipper

Deborah D. Skipper,
as its agent

**CERTIFICATE
AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
MERCYHEALTH, INC.**

MercyHealth, Inc., a Florida for-profit corporation ("Corporation") hereby certifies, pursuant to and in accordance with Sections 607.0704, 607.1003 and 607.1007 of the Florida Business Corporation Act ("Act") for the purpose of filing its Amended and Restated Articles of Incorporation with the Department of State of the State of Florida, that

1. The name of the Corporation is MercyHealth, Inc.

2. The Corporation's Amended and Restated Articles of Incorporation attached hereto ("Restated Articles"), are in accordance with Section 607.1007 of the Act and contain certain amendments to the Corporation's Articles of Incorporation that provide, among other things, (i) a change in the address of the Corporation (ii) elimination of separate shareholder class voting and election of separate Class A and Class B directors; (iii) deletion of the names and addresses of the initial directors (iv) deletion of the authorization of all common stock previously designated as "Class A" shares and "Class B" shares which have not been issued (v) a change in the Corporation's total authorized capital stock and (vi) designation of voting and non-voting classes of stock.

3. The Restated Articles contain certain amendments to the Corporation's Articles of Incorporation that require shareholder approval. In accordance with Section 607.1003 of the Act, (i) at a meeting on December 11, 2002, the Corporation's Board of Directors unanimously approved the Restated Articles and recommended them to the Corporation's sole shareholder, Mercy Physician Organization, Inc. for approval, and (ii) at a meeting on December 11, 2002, the Corporation's sole shareholder entitled to vote thereon adopted and approved such Restated Articles. The number of votes cast for the Restated Articles by the shareholder was sufficient for approval.

4. The Restated Articles shall become effective as of January 1, 2003.