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ACCOUNT NO. : 072100000032
REFERENCE : 727852 4340257
AUTHORIZATION :
COST LIMIT : \$ PPD

ORDER DATE : March 4, 1998
ORDER TIME : 10:58 AM
ORDER NO. : 727852-005
CUSTOMER NO: 4340257

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*****35.00 *****35.00

CUSTOMER: Kathleen Haggerty, Legal Asst.
Smith, Hulsey & Busey
225 Water St. / Ste. 1800
First Union National Bank Twr.
Jacksonville, FL 32202

DOMESTIC AMENDMENT FILING

NAME: BAPTIST/ST. VINCENT'S
PHYSICIAN PRACTICE MANAGEMENT
COMPANY

EFFECTIVE DATE:

XX ARTICLES OF AMENDMENT
RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

CERTIFIED COPY
XX PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Deborah Schroder
EXAMINER'S INITIALS:

FILED STATE
SECRETARY OF CORPORATIONS
DIVISION OF CORPORATIONS
98 MAR -4 PM 12:59

Amend
[Signature]
3/4/98

RECEIVED

**ARTICLES OF AMENDMENT OF
THE ARTICLES OF INCORPORATION
OF
BAPTIST/ST. VINCENT'S PHYSICIAN
PRACTICE MANAGEMENT COMPANY**

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

98 MAR -4 PM 12: 59

A. The name of this Corporation is Baptist/St. Vincent's Physician Practice Management Company.

B. An amendment to the Articles of Incorporation was adopted on January 27, 1998, by the shareholder of this Corporation to amend Article VIII of the Articles of Incorporation to read as follows:

"ARTICLE VIII - AMENDMENTS

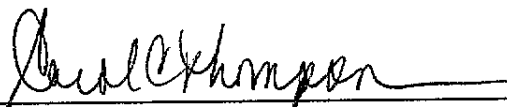
This Corporation may amend, alter or repeal any provision of these Articles of Incorporation by the affirmative vote of at least three-fourths of the members of the Board of Directors then in office (which shall include at least two physician members of the Board of Directors nominated by each physician group, if any, that is represented on the Board of Directors). However, amendments to these Articles of Incorporation shall not become effective until ratified (i) by the shareholder of this Corporation, acting by the affirmative vote of at least three-fourths of its directors then in office, and (ii) solely in respect of amendments that change the mission and philosophy statement of this Corporation, by Baptist Health System, Inc., and Daughters of Charity National Health System-East, Inc."

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

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

IN WITNESS WHEREOF, Baptist/St. Vincent's Physician Practice Management Company has caused these Articles of Amendment of the Articles of Incorporation to be signed in its name by its President this 27th day of February, 1998.

**BAPTIST/ST. VINCENT'S PHYSICIAN
PRACTICE MANAGEMENT COMPANY**

By 
Carol C. Thompson, President