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Amended & Restated Articles
Filed 2-16-93

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CORPORATION
INFORMATION
SERVICES, INC.
1207 HAYS STREET
TALLAHASSEE, FL 32301
904-222-9171
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ORDER DATE : February 16, 1993

ORDER TIME : 10:59 AM

ORDER NO. : 186225

CUSTOMER NO: 6482A

CUSTOMER: Richard H. Hunt, Esq
Bailey Hunt Jones & Busto
Suite 300
501 Brickell Key Drive
Miami, FL 331313399

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DOMESTIC AMENDMENT FILING

NAME: CEDARS HEALTH CARE SUPPORT
SERVICES, INC.

STATE OF FLORIDA
FEB 15 2 33 PM '93

- ARTICLES OF INCORPORATION
- ARTICLES OF AMENDMENT
- RESTATED ARTICLES OF INCORPORATION
- ARTICLES OF DISSOLUTION
- REINSTATEMENT
- ANNUAL REPORT

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

- CERTIFIED COPY
- PLAIN STAMPED COPY
- CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Karen B. Rozar

EXAMINER'S INITIALS:

Handwritten notes:
amend. +
Restated
n. change
cc

AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF

CEDARS HEALTH CARE SUPPORT SERVICES, INC.
(formerly Cedars Medical Center, Inc.)

Adopted in accordance with Section 617.1007 of
the Florida Not for Profit Corporation Act

The undersigned Chairman of the Board of Directors of the Corporation hereby makes these Amended and Restated Articles of Incorporation. The name of the Corporation is Cedars Health Care Support Services, Inc. It was incorporated on January 26, 1956 by order of the Circuit Court of Dade County under the name South Florida Hospital Corporation and was reincorporated on October 26, 1959 under the name Cedars of Lebanon Hospital Corp. By Amendment, effective October 1, 1982, its name was changed to Cedars Medical Center, Inc. These Amended and Restated Articles of Incorporation were duly adopted by the sole member of the Corporation on February 11, 1993, the amendments included herein have been adopted pursuant to subsection (4) of Section 617.1007 of the Florida Not for Profit Corporation Act and there is no discrepancy between the Corporation's prior Amended and Restated Articles of Incorporation and the provisions hereof other than the inclusion of the amendments adopted pursuant to said subsection (4), the omission of matters of historical interest and the renumbering of certain Articles. The amendments included herein and adopted pursuant to said subsection (4) are the change of the Corporation's name to Cedars Health Care Support Services, Inc. as set forth in Article I, the address of the Corporation's principal office and its mailing address as set forth in Article II, the new purposes of the Corporation as set forth in Article III, the deletion of former

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

Article IV entitled "POWERS", the deletion of former Article V entitled "TERM OF EXISTENCE" and the adoption of a new Article V entitled "LIMITATIONS", the provision for a new sole member as set forth in Article VI, a new registered office and a new registered agent as set forth in Article VII, the name and address of the subscriber to these Amended and Restated Articles of Incorporation as set forth in Article VIII, the revision of the Board of Directors provisions contained in former Article VIII (now Article IV) including the statement of the manner in which the directors are to be appointed and the elimination of classes of directors, and the adoption of new dissolution provisions set forth in Article XI.

The text of the Articles of Incorporation of the Corporation, as herein amended, is hereby restated to read in full as follows:

ARTICLE I

NAME

The name of the Corporation is Cedars Health Care Support Services, Inc.

ARTICLE II

PRINCIPAL OFFICE AND MAILING ADDRESS

The address of the principal office and the mailing address of the Corporation is 1400 N.W. 12th Avenue, Miami, Florida 33136.

ARTICLE III

PURPOSES OF THE CORPORATION

The Corporation is organized and shall operate exclusively for charitable, scientific and educational purposes within the

meaning of Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code (the "Code"), including without limitation supporting, operating for the benefit of, performing the functions of, or carrying out the purposes of Cedars Foundation, Inc. or any organization supported by Cedars Foundation, Inc. which is described in either Section 509(a)(1) or Section 509(a)(2) of the Code.

ARTICLE IV

DIRECTORS

The Board of Directors shall consist of three or more individuals, the exact number of which shall be determined by resolution of the Sole Member. The Board of Directors shall be appointed annually by resolution of the Sole Member.

ARTICLE V

LIMITATIONS

The Corporation may engage in all activities consistent with its purposes set forth in Article III, subject to the following limitations:

A. The Corporation shall not lobby, carry on propaganda or otherwise attempt to influence legislation except to the extent permitted under the Code.

B. The Corporation shall not participate or intervene in (including the publishing or distributing of statements), any

political campaign on behalf of or in opposition to any candidate for political office.

C. No part of the Corporation's net earnings shall inure to the benefit of its trustees, officers or other private persons, except that the Corporation may pay reasonable amounts for goods and services provided to it and may make other payments in furtherance of its purposes set forth in Article III.

D. The Corporation shall not carry on any activity not permitted to be carried on by an organization (i) exempt from federal income tax under Section 501(c)(3) of the Code and (ii) contributions to which are deductible under Sections 170, 2055 and 2522 of the Code.

ARTICLE VI

MEMBERSHIP

The Corporation shall have a sole member, which shall be Cedars Foundation, Inc. (the "Sole Member").

ARTICLE VII

REGISTERED OFFICE AND AGENT

The street address of the Corporation's registered office is 501 Brickell Key Drive, Suite 300, Miami, Florida 33131, and the name of its registered agent at that address is Richard H. Hunt, Jr.

ARTICLE VIII

SUBSCRIBER

The name and address of the subscriber to these Amended and Restated Articles of Incorporation is John H. O'Neil, Jr., 1400 N.W. 12th Avenue, Miami, Florida 33136.

ARTICLE IX

BYLAWS

The power to make, alter, amend, repeal or adopt the Bylaws of the Corporation shall be vested solely in the Sole Member.

ARTICLE X

AMENDMENT OF ARTICLES OF INCORPORATION

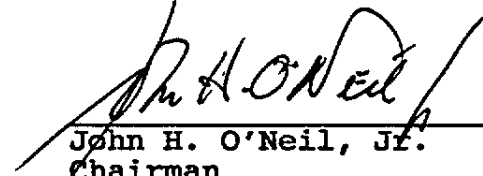
The Articles of Incorporation shall be amended only by resolution of the Sole Member.

ARTICLE XI

DISSOLUTION

Upon the dissolution of the Corporation, its net assets shall be distributed to Cedars Foundation, Inc. if it then qualifies as an organization described in Section 501(c)(3) of the Code or, if it does not so qualify, to an organization described in Section 501(c)(3) of the Code which is similar in purpose to the Corporation.

IN WITNESS WHEREOF, the undersigned has executed these Amended and Restated Articles of Incorporation this 11th day of February, 1993.



John H. O'Neil, Jr.
Chairman
Cedars Health Care Support
Services, Inc.

ACCEPTANCE

I hereby agree to act as Registered Agent for Cedars Health Care Support Services, Inc. as stated in the foregoing Amended and Restated Articles of Incorporation of said corporation.



Richard H. Hunt, Jr.

JBI/bbi
CBS.AMD
2/11/93