



THE UNITED STATES
CORPORATION
COMPANY

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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AUTHORIZATION :

Patricia Pigato

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ORDER DATE : December 11, 2000

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ORDER NO. : 926306-005

CUSTOMER NO: 166357A

CUSTOMER: Ms. Millie Folgado
Mount Sinai Medical Center
4300 Alton Road

Miami, FL 33140

*Amended &
Restated*

800003495088--3

DOMESTIC AMENDMENT FILING

NAME: MOUNT SINAI MEDICAL CENTER OF
FLORIDA, INC.

EFFECTIVE DATE:

ARTICLES OF AMENDMENT
XX RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

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XX PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Sandra Mathis -- EXT# 1165

EXAMINER'S INITIALS:

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**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
MOUNT SINAI MEDICAL CENTER OF FLORIDA, INC.**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of amending and restating the Articles of Incorporation, as restated and amended, of Mount Sinai Medical Center of Florida, Inc., a Florida not for profit corporation (the "**Corporation**"), hereby certifies pursuant to Section 617.1002 of the Florida Not For Profit Act that:

**ARTICLE I
NAME**

The name of the corporation shall be Mount Sinai Medical Center of Florida, Inc.

**ARTICLE II
PURPOSES**

The Corporation is organized and shall be operated exclusively for charitable, scientific, and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as now in effect or as may hereafter be amended, or the corresponding section of any future tax code (collectively, the "**Code**"), including, but without limitation, such purposes as:

- (1) to establish, support, maintain, and manage a non-sectarian medical center;
- (2) to provide medical care to persons of any race, creed, or nationality;
- (3) to conduct educational activities in the health sciences;
- (4) to promote and conduct research in the medical and health sciences;
- (5) to engage in any other lawful activities relating to the foregoing purposes, as determined by the Corporation, and engaged in for charitable, scientific, or educational purposes; and
- (6) to solicit, raise, and receive funds for endowments, capital, or operational expenses and to disburse such funds in accordance with the Bylaws of the Corporation and with respect to any of the foregoing purposes.

In furtherance thereof, the Corporation may receive property by gift, devise, or bequest, invest or reinvest the same, and apply the income and principal thereof, as the Board of Trustees may from time to time determine, either directly or through contributions to any charitable organization or organizations, exclusively for charitable, scientific, or educational purposes, and to engage in any lawful activity for which corporations may be organized under the Florida Not For Profit Corporation Act that are incidental to the foregoing purposes or may be otherwise necessary or appropriate to more fully accomplish the foregoing purposes of the Corporation, and which are not inconsistent with its qualification under Code Section 501(c)(3).

ARTICLE III EXISTENCE

The Corporation shall have a perpetual existence.

ARTICLE IV POWERS

The Corporation shall have the power to:

Take, lease, purchase, or otherwise acquire, and to own, use, hold, sell, convey, exchange, lease, mortgage, work, improve, develop, cultivate, and otherwise handle, deal in, and dispose of, real estate, real property, and any interest or right therein.

Take, purchase, or otherwise acquire and to own, hold, sell, convey, exchange, lease, mortgage, and otherwise deal in and dispose of, all kinds of personal property, chattels, chattels real, choses in action, notes, bonds, mortgages, and securities.

Convert and appropriate any land that may be acquired or be lawfully controlled by the Corporation into and for ways, roads, paths, streets, alleys, sidewalks, parks, gardens, boulevards, and pleasure grounds; and generally to deal with, manage, improve, and administer the lands owned and controlled by the Corporation or entrusted to its care.

To erect or to have erected, to construct or to have constructed, houses, works, buildings, storerooms, factories, tenements, edifices, and structures of every description; and to rebuild, enlarge, improve and alter existing houses, works, buildings, storerooms, tenements, edifices and structures of every description; and to buy, sell, own, use, manage and lease the same or similar structures.

To carry on fundraising campaigns and to solicit funds for the use of the Corporation.

To warrant the title to lands or to any estate of interests in lands sold by said Corporation; to issue notes, bonds and debentures secured by mortgage or deeds of trust upon the property of said corporation or otherwise; and to sell and dispose of the same for the benefit of the Corporation or for any lawful purpose.

To collect rents and to make repairs and to transact, on commission or otherwise, the general business of a real estate agent, and, generally, the sale, leasing, control and management of lands, buildings and property of all kinds.

To act as agents, factors, brokers, commission merchants, carriers, contractors, builders, architects, decorators, surveyors, engineers, appraisers, lessees,

managers of estate or otherwise in entering into, undertaking, performing and carrying out and conducting any and all things set forth in this certificate as objects, purposes or powers that it may do for itself, and to exercise its powers to the same extent that natural persons might do and in any part of the world as to the full extent permitted to corporations organized under the Florida Not For Profit Act.

To purchase or otherwise acquire and to own, develop, sell, mortgage, or otherwise dispose of, real estate, real property, and all interests and rights therein, without limit or amount, and to the same extent as natural persons might or could do and in any part of the world.

To contract freely with any person, firm or corporation, private or public, and carry out and fulfill contracts of every sort and kind and to purchase, lease or otherwise acquire any and all rights, privileges and franchises convenient or profitable to carry out in connection with the corporate purposes and corporate business of the Corporation.

To borrow money from any person, firm, corporation, or entity; to make, issue notes, bills, bonds, indentures, mortgages and other evidences of indebtedness of all kinds and to secure the same by pledge, mortgage or otherwise, without limit as to amount, and to provide for payment of the same by deposited cash, sinking fund or otherwise.

The objects and powers specified in these Amended and Restated Articles of Incorporation shall, except where expressly limited, be in no way restrained by inference from the terms of any other clause in any part of these Amended and Restated Articles of Incorporation; but the objects and powers specified in each of the clauses of these Amended and Restated Articles of Incorporation shall be regarded as independent and separate purposes and powers of the Corporation; but all of the benefits to be derived from the exercise of any of the said powers of the Corporation shall extend to and be solely for the benefit of the Corporation and not for the benefit of its individual members.

To perform such other acts as may be authorized by the Board of Trustees, provided such acts do not violate the laws of the State of Florida or the United States of America and are not inconsistent with the Corporation's qualifications under Code Section 501(c)(3).

In furtherance of its corporate purposes, the Corporation shall have all the general powers enumerated in the Florida Not For Profit Corporation Act as now in effect or as may hereafter be amended, together with the power to solicit grants and contributions for such purposes.

ARTICLE V

EXEMPTION FROM FEDERAL TAXATION

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, any director, officer, or member of the Corporation or any other private person, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered to or for the Corporation and to make payments and distributions in furtherance of the purposes set forth in Article II hereof.

No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation (except as otherwise permitted by Section 501(h) of the Code and in any corresponding laws of the State of Florida), and the Corporation shall not participate in or intervene in (including the publishing or distribution of statements concerning) any political campaign on behalf of or in opposition to any candidate for public office.

During such period, or periods, of time as the Corporation is treated as a "private foundation" pursuant to Section 509 of the Code, the trustees must distribute the Corporation's income at such time and in such manner so as not to subject the Corporation to tax under Section 4942 of the Code, and the Corporation is prohibited from engaging in any act of self-dealing (as defined in Section 4941(d) of the Code), from retaining any excess business holdings (as defined in Section 4943(c) of the Code) which would subject the Corporation to tax under Section 4943 of the Code, from making any investments or otherwise acquiring assets in such manner so as to subject the Corporation to tax under Section 4944 of the Code, from retaining any assets which would subject the Corporation to tax under Section 4944 of the Code if the trustees have acquired such assets, and from making any taxable expenditures (as defined in Section 4945(d) of the Code).

Notwithstanding any other provision of these Amended and Restated Articles of Incorporation, the Corporation shall not directly or indirectly carry on any activity which would prevent it from obtaining exemption from Federal income taxation as a corporation described in Section 501(c)(3) of the Code, or cause it to lose such exempt status, or carry on any activity not permitted to be carried on by a corporation, contributions to which are deductible under Sections 170(c)(2), 2055(a)(2), and 2522(a)(2) of the Code.

ARTICLE VI

MEMBERSHIP

This Corporation shall have no members.

ARTICLE VII

GOVERNING BODY

The direction and management of the affairs of the Corporation shall be vested in a Board of Trustees consisting of not fewer than twenty-five (25) trustees.

The Board of Trustees shall be selected in accordance with the Bylaws of the Corporation.

ARTICLE VIII BYLAWS

The Bylaws of this Corporation shall be made, amended or rescinded by the Board of Trustees in accordance with the provisions contained in the Bylaws.

ARTICLE IX ARTICLES OF INCORPORATION

The Articles of Incorporation may be amended in the manner set forth in the Bylaws of the Corporation.

ARTICLE X QUORUM

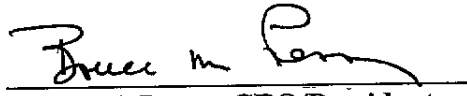
A quorum shall consist of one-third (1/3) of the prescribed number of voting trustees under these Amended and Restated Articles of Incorporation or the Corporation's Bylaws.

ARTICLE XII DISSOLUTION

In the event of dissolution or final liquidation of the Corporation, all of the remaining assets and property of the Corporation shall, after paying or making provision for the payment of all of the liabilities and obligations of the Corporation and for necessary expenses thereof, be distributed as the Board of Trustees shall determine for one or more exempt purposes within the meaning of Section 501(c)(3) of the Code, provided such purposes are consistent with Article II hereof, including to such organization or organizations organized and operated exclusively for charitable, scientific, or educational purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Code. In no event shall any of such assets or property be distributed to any director or officer, or any private individual for other than a charitable purpose.

ARTICLES XIII ADOPTION OF AMENDMENT

The foregoing amendment and restatement was adopted by the Board of Trustees of the Corporation at a meeting held on October 26, 2000, and the number of votes cast for the amendment was sufficient for approval.



Bruce M. Perry, CEO/President