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WEST PALM BEACH, FLORIDA
LANSING, MICHIGAN

August 13, 1997

Florida Department of State's Office
Division of Corporations, Amendment Department
P.O. Box 6327
Tallahassee, FL 32314

FILED
97 AUG 18 AM 9:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

200002269282--4
-08/18/97-01040-001
****490.00 *****35.00

Re: Amended Articles of Incorporation

Dear Sir/Madam:

Enclosed please find an original and one copy of Amended and/or Restated Articles of Incorporation for the Florida Business Corporations and Florida Not For Profit Corporations, set forth below:

1. Amended and Restated Articles of Incorporation of Bayfront Medical Center, Inc. (Corp: 714850), a Florida not for profit corporation.
2. Articles of Amendment to Articles of Incorporation of Bayfront Enterprises, Inc. (Corp: H78833), a Florida not for profit corporation.
3. Amended and Restated Articles of Incorporation of Morton Plant Mease Health Care, Inc. (Corp: N00677), a Florida not for profit corporation.
4. Amended and Restated Articles of Incorporation of Morton Plant Hospital Association, Inc. (Corp: 708987), a Florida not for profit corporation.
5. Second Amendment to Articles of Incorporation of Morton Plant Mease Health Services, Inc. (Corp: N11219), a Florida not for profit corporation.
6. Articles of Amendment to Articles of Incorporation of Morton Plant Life Services, Inc. (Corp: N13759), a Florida not for profit corporation.
7. Articles of Amendment to Restated Articles of Incorporation of Morton Plant Mease Primary Care, Inc. (Corp: N92000000038), a Florida not for profit corporation.

Amended & Restated
LFT 8-26-97

HONIGMAN MILLER SCHWARTZ AND COHN

Florida Department of State's Office
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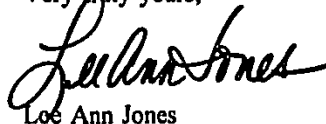
8. Articles of Amendment to Articles of Incorporation of Morton Plant Health Ventures, Inc. (Corp: J38184), a Florida corporation.
9. Second Amendment to Articles of Incorporation of Behavioral Health Management Services, Inc. (Corp: N94000004553), a Florida not for profit corporation.
10. Articles of Amendment to Articles of Incorporation of Ventures DME, Inc. (Corp: V34174), a Florida corporation.
11. Second Amendment to Articles of Incorporation of Global Health Care, Inc. (Corp: 587158), a Florida corporation.
12. Articles of Amendment to Articles of Incorporation of MFP, Inc. (Corp: G76634), a Florida corporation.
13. Articles of Amendment to Articles of Incorporation of South Florida Baptist Hospital Physician Services, Inc. (Corp: N96000003650), a Florida corporation.
14. Articles of Integrated Physician Services, Inc. (Corp: N96000003649), a Florida not for profit corporation.

These Amended and/or Restated Articles of Incorporation were executed pursuant to the Florida Business Corporation Act and the Florida Not For Profit Corporation Act, as amended, and shall be filed with the Florida Secretary of State.

A check in the amount of \$490.00 payable to the Florida Secretary of State is enclosed to cover the filing fee. Please return a date-stamped copy of the filed documents in the enclosed envelope.

Thank you for your assistance with this filing. If I may provide any additional information, please do not hesitate to contact me.

Very truly yours,



Lee Ann Jones

LAJ/pap
enc.

cc: Stuart M. Lockman, Esq. (w/o enc.)
Tracy E. Silverman, Esq. (w/enc.)

DET03/165187.1

**AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
BAYFRONT MEDICAL CENTER, INC.**

1. These Amended and Restated Articles of Incorporation are executed pursuant to the provisions of Section 617.1007 of the Florida Not For Profit Corporation Act, as amended.

2. These Amended and Restated Articles of Incorporation were duly adopted by the member(s) of the Corporation on June 26, 1997. The number of votes cast for the amendment was sufficient for approval.

3. The following Amended and Restated Articles of Incorporation supersede the original Articles of Incorporation, as amended, in their entirety and shall be the Articles of Incorporation of the Corporation.

ARTICLE I

NAME

The name of the Corporation is: Bayfront Medical Center, Inc.

ARTICLE II

DEFINITIONS

For the purposes of these Amended and Restated Articles of Incorporation, the terms herein referred to shall have the following meanings:

1. The term "Act" means the Florida Not For Profit Corporation Act, or any successor law, as the same may be amended from time to time.

2. The term "Bylaws" means the Amended and Restated Bylaws of the Corporation, as the same may be further amended or revised from time to time.

3. The term "Code" means the Internal Revenue Code of 1986, as it may be amended from time to time, or comparable provisions of subsequent legislation.

4. The term "Corporation" means Bayfront Medical Center, Inc., a Florida not for profit corporation, unless, from its context or use, it clearly has a different meaning.

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5. The term "Member" means Bayfront Health System, Inc. in its capacity as sole member of the Corporation.

ARTICLE III

PRINCIPAL OFFICE

The address of the Corporation's principal place of business and the mailing address of the Corporation are

701 Sixth Street South
St. Petersburg, FL 33701

ARTICLE IV

PERIOD OF DURATION

The period of duration of the Corporation shall be perpetual.

ARTICLE V

PURPOSES

The Corporation is organized exclusively for religious, charitable, scientific or educational purposes within the meaning of Section 501(c)(3) of the Code. In furtherance of the foregoing, the purposes for which the Corporation is organized are:

A. To reduce unnecessary duplication of services, technology, facilities and other capital expenditures by coordinating the delivery of health care services on a cost-effective basis, and increase access to capital resources;

B. To establish a community-focused comprehensive delivery system to respond to the changing health care environment and to meet future health care needs of the population served;

C. To expand access to health care to those individuals in under-served areas or who are otherwise unable to obtain adequate health care due to an inability to pay and to participate in activities designed to promote the health of such individuals;

D. To reduce the cost of delivering health care services while enhancing the general quality of and access to health care furnished;

E. To provide broad access to quality health care at a competitive cost;

F. To construct, own, acquire, lease, manage, operate, provide and maintain hospitals, other health care facilities, nursing homes, congregate living facilities, clinics, infirmaries and other establishments and programs providing health care, surgery, treatment and services to all areas of the community, the sick, the aged, the disabled and infirm;

G. To provide counseling, patient education, self care and home health care services for the sick, aged, disabled and infirm;

H. To carry on any educational activities related to rendering care to the sick, injured and aged, or to the promotion of health, that in the opinion of the Board of Trustees of the Corporation and/or the Member may be justified by the facilities, personnel, funds and other requirements that are, or can be, made available;

I. To promote and carry on scientific research related to the care of the sick and injured;

J. To participate in joint or coordinated planning, service, development, and management operations and endeavors, experimental or otherwise, with other health care providers in order to lower costs and increase quality and accessibility of necessary health care services, and to engage in other operations, services or functions in health care and health care planning;

K. To enter into arrangements with managed care organizations and other third party payors to ensure the provision of high quality, cost-effective health care services to patients;

L. To compete more effectively;

M. To provide a means by which physicians may participate together with hospitals and other health care providers in a lawful integrated delivery network providing broad geographic coverage of physicians, hospitals and other health care services that benefit the community as well as third-party payors;

N. To maintain local involvement, including local representation in corporate membership and governance;

O. To construct, own, acquire, lease, manage, operate, provide and maintain any facilities, programs, goods and services (management or otherwise), and related activities, in furtherance of health care or health education, either directly or indirectly;

P. To solicit, receive and manage state, federal, local and private grants, gifts, donations, devises and bequests, and to provide grants, loans, scholarships and

donations, in furtherance of the aforementioned charitable projects and purposes, and to advance the quality and availability of health care services;

Q. To organize, as an incorporator, or to cause to be organized under the laws of the State of Florida or of any other state of the United States of America, or of the District of Columbia, or of any commonwealth, territory, agency, or instrumentality of the United States of America, or of any foreign country, a corporation or corporations for the purpose of conducting or promoting any business or purpose for which corporations may be organized, whether for pecuniary profit or otherwise, and to dissolve, windup, liquidate, merge or consolidate any such corporations or to cause the same to be dissolved, wound up, liquidated, merged or consolidated;

R. To acquire and hold any interest in, and to act as a voting member, shareholder, partner, trustee or joint venturer of any corporation, partnership, trust, joint venture or other entity now existing or hereafter organized;

S. To promote, support and enhance the mission, identity and purposes of the Corporation while accomplishing the foregoing purposes;

T. To provide a benefit to its Member to the extent permitted under these Amended and Restated Articles of Incorporation, the Bylaws of the Corporation and the Act;

U. To perform such acts as the Board of Trustees of the Corporation and/or the Member may deem appropriate to accomplish the purposes of the Corporation; and

V. To operate exclusively for religious, charitable, scientific or educational purposes within the meaning of Section 501(c)(3) of the Code and in the course of such operation:

1. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its Member, trustees, directors, officers or other private individuals, 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 to its Member as specified in the Joint Operating Agreement;

2. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office in violation of any provisions applicable to corporations exempt from taxation under Section 501(a) as organizations

described in Section 501(c)(3) of the Code and the regulations promulgated thereunder as they now exist or as they may be hereafter amended; and

3. Notwithstanding any other provisions of these Amended and Restated Articles of Incorporation, the Corporation shall not carry on any activity not permitted to be carried on by (i) a corporation exempt from federal income tax under Section 501(c)(3) of the Code, (ii) a corporation, contributions to which are deductible under Section 170(c)(2) of the Code, or (iii) any corporation described in Section 509(a) of the Code.

ARTICLE VI

MEMBER

The Member of the Corporation shall have such rights and powers as are specified in these Amended and Restated Articles of Incorporation, in the Bylaws of the Corporation and in the Act. In furtherance of the foregoing, the Member shall reserve to itself in its capacity as the corporate member of the Corporation, the following two categories of actions: Class I Member reserved rights and Class II Member reserved rights.

A. Class I Member Reserved Rights.

1. Addition, deletion or reconfiguration of services of the Corporation.
2. Establishment of overall capital and operating budgets and strategic plans applicable to the Corporation, including the use of the funds of the Corporation.
3. Exclusive authority to enter into managed care contracts on behalf of the Corporation.
4. Approval of contracts on behalf of the Corporation (but the Member may establish policies from time to time providing that only specific types of contracts or contracts involving obligations in excess of specified levels need to be approved by the Member).
5. Authority to establish fees and charges on behalf of the Corporation.
6. Determination of whether the Corporation should join any networks or alternative or integrated delivery systems.
7. Establishment of employment and other policies applicable to all personnel employed by the Corporation.

8. Approval of the philosophy, mission statement and purposes of the Corporation.

9. Approval of changes in the Bylaws of the Corporation or in these Amended and Restated Articles of Incorporation.

10. Approval of the merger, consolidation, dissolution, sale or other transfer of substantially all assets of the Corporation, or other change in corporate form, causing a fundamental reorganization of the Corporation.

11. Approval of the incurrence of indebtedness by the Corporation above certain limits established by the Member.

12. Approval of the establishment of additional affiliates or subsidiaries of the Corporation.

13. Adoption of strategic plans or major changes in programs or services of the Corporation.

14. Approval of the purchase, sale, transfer, or other encumbrance of assets of the Corporation above specified levels established by the Member.

B. Class II Member Reserved Rights.

1. Approval of the philosophy, mission statement and purposes of the Corporation.

2. Approval of the merger, consolidation, dissolution, sale or other transfer of substantially all assets of the Corporation, or other change in corporate form, causing a fundamental reorganization of the Corporation.

3. Approval of the closure of a hospital facility of the Corporation.

4. Change in the name of the hospital facility of the Corporation.

5. Approval by the Member of any action which will have a material adverse effect upon the overall commitment of the Corporation to its charitable mission or residency program, it being recognized that the Corporation has, as part of its mission, a concern for the poor and disadvantaged, a fundamental commitment to care for the uninsured and underinsured, and a fundamental commitment to teaching and education.

ARTICLE VII

BOARD OF TRUSTEES

Subject to the reserved rights of the Member set forth in these Amended and Restated Articles of Incorporation and in the Bylaws of the Corporation, the business and affairs of the Corporation shall be managed by or under the direction of its Board of Trustees which may exercise all such powers of the Corporation and do all such lawful acts and things as are not by the Act, these Amended and Restated Articles of Incorporation, or the Bylaws directed or required to be exercised or done by the Member. Trustees shall be elected as provided in the Bylaws of the Corporation. Except as otherwise provided in these Amended and Restated Articles of Incorporation, provisions for membership, qualifications, manner of election and removal, term of office, time and place of meetings, and powers and duties of the Board of Trustees of the Corporation shall be governed by the Bylaws of the Corporation.

ARTICLE VIII

REGISTERED OFFICE AND REGISTERED AGENT

The address of the Corporation's registered office is 701 Sixth Street South, St. Petersburg, Florida 33702. The name of the registered agent at such registered office is Sue G. Brody.

ARTICLE IX

DISSOLUTION

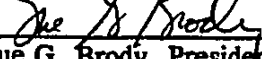
In the event of the dissolution of the Corporation, the assets of the Corporation remaining after the payment of all debts, claims and obligations of the Corporation shall be distributed to the Member, if the Member is then existing and qualified as a charitable, scientific, religious or educational organization under Section 501(c)(3) of the Code; and if the Member is not so existing and qualified, or if the Member is an individual, then the assets of the Corporation shall be distributed to such existing and qualified Section 501(c)(3) organization or organizations as shall be designated by the Board of Trustees of the Corporation.

ARTICLE X

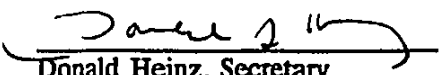
**AMENDMENTS TO AMENDED AND
RESTATED ARTICLES OF INCORPORATION**

These Amended and Restated Articles of Incorporation may be amended as provided in the Bylaws of the Corporation.

Bayfront Medical Center, Inc.
a Florida not for profit corporation

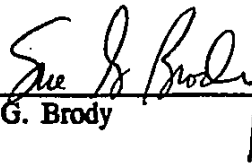
By: 
Sue G. Brody, President

ATTEST:


Donald Heinz, Secretary

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

Having been named as Registered Agent of Bayfront Medical Center, Inc., the undersigned hereby accepts the appointment as Registered Agent and agrees to act in this capacity. The undersigned further states that she is familiar with and accepts the obligations of her position as Registered Agent and agrees to comply with all laws relating to the proper and complete performance of her duties.


Sue G. Brody

Date: July 1, 1997.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA