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BASIC AMENDMENT

SHANDS JACKSONVILLE MEDICAL CENTER, INC.

RECEIVED
02 MAY 10 PM 12:16
DIVISION OF CORPORATIONS

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Amendment

05/10/02

DC

MAY-10-02 FRI 11:51 AM

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**ARTICLES OF AMENDMENT
OF THE
ARTICLES OF INCORPORATION
OF
SHANDS JACKSONVILLE MEDICAL CENTER, INC.**

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A. The name of the Corporation is Shands Jacksonville Medical Center, Inc.

B. An amendment to the Articles of Incorporation was adopted on April 25, 2002, by the sole Member of the Corporation to amend Article VII of the Articles of Incorporation, so that after amendment, Article VII of the Articles of Incorporation shall read as follows:

"Article VII
Directors and the Manner of Election of Directors

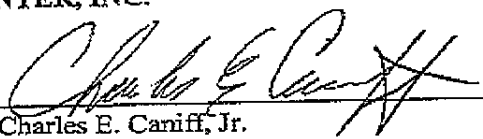
The Corporation shall be managed by or under the direction of a Board of Directors, which shall consist of the individuals who are the members of the Board of Directors of Shands Jacksonville HealthCare, Inc.; provided, however, that if any member or members of the Board of Directors of Shands Jacksonville HealthCare, Inc. are removed pursuant to Article VI of the Articles of Incorporation of Shands Jacksonville HealthCare, Inc., members of the Financial Restructuring Committee of the Board of Directors, created by resolutions of the Board of Directors of the Corporation dated April 16, 2002, who were members of the Corporation's Board of Directors immediately prior to such removal shall continue as members of the Corporation's Board of Directors, without regard to such purported removal. The Board of Directors shall carry out the purposes of the Corporation in compliance with these Articles of Incorporation and the Corporation's Bylaws."

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

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

IN WITNESS WHEREOF, Shands Jacksonville Medical Center, Inc. has caused these Articles of Amendment to be signed in its name by its Secretary this 10th day of May, 2002.

**SHANDS JACKSONVILLE MEDICAL
CENTER, INC.**

By: 

Charles E. Caniff, Jr.
Secretary

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