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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ACCOUNT NO. : 072100000032
REFERENCE : 200561 4327236
AUTHORIZATION : *Patricia Pizito*
COST LIMIT : \$ 35.00

ORDER DATE : June 26, 2001
ORDER TIME : 2:26 PM
ORDER NO. : 200561-020
CUSTOMER NO: 4327236

Amend

200004458622--8

CUSTOMER: Ms. Shelley Clifford-panico
Gardner Carton & Douglas
Suite 3400
321 North Clark Street
Chicago, IL 60610-4795

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TO ACKNOWLEDGE
SUFFICIENCY OF FILING

DOMESTIC AMENDMENT FILING

ST. MARY'S HOSPITAL FOUNDATION

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: Jeanine Reynolds -- EXT# 1133

EXAMINER'S INITIALS:

AR
7/5/01

**AMENDED ARTICLES OF INCORPORATION
OF
ST. MARY'S HOSPITAL FOUNDATION, INC.**

Pursuant to Section 617.1002 of the Florida Statutes, the Members of St. Mary's Hospital Foundation have amended the Articles of Incorporation of said Corporation as follows:

Article VI, dealing with membership and stating as follows:

The sole member of the Corporation shall be Intracoastal Health Systems, Inc. ("IHS"), a Florida not for profit corporation (the "Member"). The Member shall be automatically admitted to membership upon the filing of these Amended and Restated Articles of Incorporation.

is hereby deleted in its entirety.

Article X, dealing with amendments and currently reading as follows:

The power to adopt, amend, or repeal Bylaws for the Corporation and/or these Amended and Restated Articles of Incorporation shall be vested only in the Member, and shall be exercisable only as specifically provided for in the Bylaws of this Corporation.

is hereby amended as follows:

The power to adopt, amend, or repeal Bylaws for the Corporation and/or these Articles of Incorporation shall be vested in the Board of Trustees.

The foregoing Amended Articles of Incorporation were adopted by the Members of the Corporation in accordance with the Bylaws of the Corporation on June 26, 2001, the number of Member votes cast on such date being sufficient for approval.

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IN WITNESS WHEREOF, the undersigned has executed these Amended Articles of Incorporation on behalf of the Corporation this 26 day of June, 2001.

David B. Robb, Jr.
David B. Robb, Jr.,
Chairperson

STATE OF FLORIDA

COUNTY OF PALM BEACH

The foregoing instrument was acknowledged before me this 26 day of June, 2001, by David B. Robb, as Chairperson, of St. Mary's Hospital Foundation, a Florida not for profit corporation, on behalf of such corporation, said individual being personally known to me and having taken an oath.

Mary T. Macfarlane
NOTARY PUBLIC, STATE OF FLORIDA

Mary T. Macfarlane
Print Name

My Commission Expires:

Mary T. Macfarlane
Notary Public, State of Florida
My Commission Expires Sept. 23, 2002
Commission No. CC 770873