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March 26, 1998

VIA FEDERAL EXPRESS

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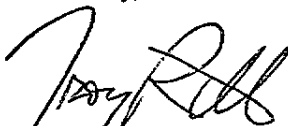
Florida Secretary of State
c/o Amendments
409 East Gaines Street
Tallahassee, Florida 32399

**Re: Articles of Amendment to Articles of Incorporation
of North Shore Medical Foundation, Inc.**

Ladies and Gentlemen:

Enclosed for filing is one original copy of the Articles of Amendment to Articles of Incorporation of North Shore Medical Foundation, Inc. (the "Articles"). Also enclosed is (i) a check in the amount of \$35 for the filing fee and (ii) two copies of the Articles. Please date stamp the two copies and return them to me in the enclosed envelope.

Sincerely,


Troy J. Rillo

TJR:lfa
Enclosures

cc: David L. Pollack (via telecopy w/o enclosures)

MI-58103.01

APPROVED
AND
FILED
98 MAR 26 PM 9:18
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

767 827
3P8
Amend
3-27-98

**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
NORTH SHORE MEDICAL CENTER FOUNDATION, INC.**

1. The name of the corporation is North Shore Medical Center Foundation, Inc.
2. The following provisions of the Amended Articles of Incorporation of the corporation, dated as of March 28, 1991, are hereby amended to read in their entirety as follows:

**SECTION 3.1.2 OF
ARTICLE 3**

"3.1.2 To solicit, and to raise funds and endowments, and to receive by way of gift, purchase, grant, devise, will or otherwise, property, real, personal or mixed, and to hold, use, maintain, lease, donate, pledge, encumber, loan, sell, convey and otherwise dispose of all such property, for the benefit of North Dade Medical Foundation, Inc., formerly known as North Shore Medical Center, Inc., and such other not-for-profit §501(c)(3) organizations as may from time to time be controlled, directly or indirectly, by North Dade Medical Foundation, Inc."

**"ARTICLE 6
MEMBERSHIP**

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

**"ARTICLE 10
DISSOLUTION**

Upon the dissolution of the Corporation, the Board shall, after paying or making provision for the payment of all liabilities of the Corporation, dispose of all other assets of the Corporation to North Dade Medical Foundation, Inc. if still in existence and qualifying as an exempt organization under Section 501(c)(3) of the Code or, if not in existence and tax exempt, to such organization or organizations organized and operated exclusively for charitable, educational, or scientific purposes as shall at the time qualify as exempt organization(s) under Section 501(c)(3) of the Code, as the Board shall determine to be best calculated to carry out the objects and purposes for which the corporation has been formed. Any such assets not so disposed of shall be disposed of by the appropriate Court of the jurisdiction in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations as said court shall determine which are organized and operated for such purposes."

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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3. All other provisions of the Amended : Articles of Incorporation of the corporation dated as of March 28, 1991 shall continue unmodified in full force and effect.

4. These amendments were validly adopted by written consent of the Sole Member of the Corporation pursuant to F.S. §617.0701(4) on March 18, 1998.

DATED this 18th day of MARCH, 1998.

NORTH SHORE MEDICAL CENTER
FOUNDATION, INC.

By: V. Schafmeister
Name: Vincent J. Schafmeister
Title: Chairman