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" Founded 1925 "

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August 31, 2000

Division of Corporations
Post Office Box 6327
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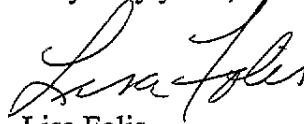
Re: **MEMORIAL MEDICAL, INC.**

Dear Sir/Madam:

We enclose on behalf of our client, Memorial Medical, Inc., an original and a copy of the Articles of Amendment, Articles of Dissolution, and certified Plan of Distribution of Assets of Memorial Medical, Inc. Please file the Articles of Amendment first. Then, please file the Articles of Dissolution, along with the Plan of Distribution of Assets. Then, using the enclosed copies, please provide a certified copy of both filings and return them to our office via regular U.S. mail. We enclose two of our checks, each made payable to "Secretary of State" in the amount of \$43.75, to cover the filing fees for these transactions.

Thank you, and please contact the undersigned immediately should any problems arise in connection with these filings.

Very truly yours,


Lisa Folis
Corporate Paralegal

FILED
00 SEP -5 PM 2:02
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

LAF/encl.-407600

Amend
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ARTICLES OF AMENDMENT
OF
MEMORIAL MEDICAL, INC.

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

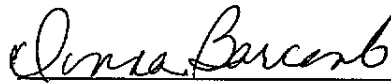
The Articles of Incorporation of Memorial Medical, Inc., a Florida not-for-profit corporation, are hereby amended by striking Article V in its entirety and by substituting in its place the following:

Article V.

The affairs of the Corporation shall be managed by a Board of Directors consisting of the members of the Sarasota County Public Hospital Board and the President of Sarasota Memorial Hospital. All members of the Board of Directors shall hold such office by virtue of being a member of the Board of Directors of the Sarasota County Public Hospital Board or the President of Sarasota Memorial Hospital, as applicable.

1. The amendment was approved and adopted at a duly convened meeting of the directors of the corporation on August 21, 2000. The number of votes cast for the amendment by the directors was sufficient for approval.
2. There are no members of this corporation.
3. Pursuant to Article XII, Section 12.01 of the Article of Incorporation of Memorial Medical, Inc., the Sarasota County Public Hospital Board has consented to the foregoing amendment.

IN WITNESS WHEREOF, the Chairman has executed these Articles of Amendment.


Donna Barcomb
Chair, Board of Directors