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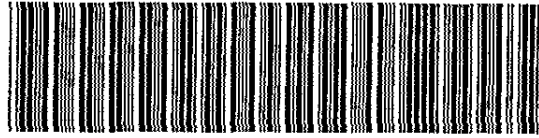
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Rs 2/20/04



Winter Haven Hospital

Caring for our Community

Lance W. Anastasio
President

February 4, 2004

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Dear Sir or Madam:

Enclosed are Amended and Restated Articles of Incorporation for Mid-Florida Medical Services, Inc. a Florida not-for-profit corporation. Also, enclosed is check number 568069 for \$43.75. (\$35.00 filing fee + \$8.75 for a certified copy). Please file the Amended and Restated Articles of Incorporation and return a certified copy to me at:

John P. Parman
c/o Winter Haven Hospital
200 Avenue F. N.E.
Winter Haven, FL 33881

If you have any questions, I can be reached by telephone at 863/292-4345.
Thank you.

Sincerely,

John P. Parman
Vice President and General Counsel

JP/tf

Enclosures

AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
MID-FLORIDA MEDICAL SERVICES, INC.
(A Corporation Not For Profit)

FILED
04 FEB 12 PM 1:52
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

This is to certify that the Board of Trustees do hereby Amend and Restate the Articles of Incorporation of Mid-Florida Medical Services, Inc. and pursuant to the authority and provisions of Chapter 617 of the Florida Statutes, and do hereby adopt the following Amended and Restated Articles of Incorporation:

Article I

Name

The name of the corporation is MID-FLORIDA MEDICAL SERVICES, INC.

Article II

OFFICE AND REGISTERED AGENT

The corporation shall have and continuously maintain in Winter Haven, Florida its principal place of business and a registered agent there at upon whom process can be served. The address of the registered office is 200 Avenue F NE, Winter Haven, Florida 33881, and the name of the registered agent in charge thereof is Lance W. Anastasio.

ARTICLE III

PURPOSES AND LIMITATIONS

3.1 PURPOSES

The purposes of the Corporation shall be:

A. To operate exclusively for the benefit of, to perform the functions of and to carry out the purposes of Winter Haven Hospital, Inc., a Florida not for profit corporation, and, in the discretion of the Corporation's Board of Trustees, to support other not for profit entities organized for charitable purposes, provided that each such entity is an organization described in Section 501 (c)(3) of the Internal Revenue Code of 1954, as amended, its regulations or the

corresponding provision of any applicable future United States Internal Revenue law or regulation (hereinafter collectively referred to as the "Code") and in Section 509 (a) (1) or (2) of the Code, and further provided that the Corporation shall be operated, supervised or controlled in connection with each supported organization within the meaning of Section 509 (a) (3) of the Code. The Corporation shall, itself, operate exclusively for charitable, scientific and educational purposes and in furtherance of such charitable, scientific and educational purposes, causes and objects now or at any time hereafter fostered by said Winter Haven Hospital, Inc. and such other not for profit entities then qualified for federal tax-exempt status under Section 501 (c) (3) of the Code and public charity status under Section 509 (a) (1) or (2) of the Code as the Board of Trustees of the Corporation elects to support, including without limitation, to make distributions to organizations that qualify as exempt organizations under Section 501 (c) (3) of the Code and as public charities under Section 509 (a) (1) or (2) of the Code;

B. To enhance the quality of life and benefit the inhabitants of Polk County, Florida and the inhabitants of the surrounding areas by the promotion of efficient and quality health care through involvement in various health care and related activities, the conduct of health planning, resource allocation among the members of the Winter Haven Care System, a network of affiliated not for profit health care or health care related organizations, and all other methods appropriate to the objectives of this Corporation;

C. To solicit and raise funds and endowments, and to receive by way of gift, purchase, grant, devise, will or otherwise, property real or mixed, and to hold, use, maintain, lease, donate, pledge, encumber, loan, sell, convey and otherwise dispose of all such property in furtherance of the objectives and purposes of this Corporation;

D. To do and perform any and all acts or services that may be incidental or necessary to carry out the above purposes; and

E. To engage in any lawful act or activity for which a not for profit corporation may be organized under the laws of Florida.

3.2 LIMITATIONS

The Corporation is organized not for profit and no part of the income of said Corporation shall ever be distributed to any trustee, director or officer or any private individual, provided, however, reasonable compensation may be paid for services rendered to or for the Corporation affecting one or more of its purposes. No substantial part of the activities of the Corporation shall be the dissemination of propaganda, lobbying or other attempts to influence legislation, and the Corporation shall not participate in or intervene in (including the publication or distribution of statements) any political campaign on behalf of any candidate for public office.

Notwithstanding any other provisions of the Articles of Incorporation, the Corporation shall not conduct or carry on activities not permitted to be conducted or carried on (i) by an organization exempt under Section 501 (c) (3) of the Internal Revenue Code and its Regulations as they now exist or as they may hereafter be amended, (ii) by an organization contributions to which are deductible under Section 170 (c) of such Code and Regulations as they now exist or as may be hereafter amended, or (iii) by a not for profit corporation under the laws of the State of Florida as they now exist or may be hereafter amended.

ARTICLE IV

POWERS

The Corporation shall possess and exercise all the powers and privileges granted by Chapters 607 and 617 of the Florida Statutes, or by any other law of Florida, together with all powers necessary or convenient to the conduct, promotion or attainment of the activities or purposes of the Corporation, limited only by the restrictions set forth in these Articles of Incorporation; provided, however, that the Corporation shall not engage in activities that are not in furtherance of its charitable purposes other than as an insubstantial part of its activities.

ARTICLE V

TERM OF EXISTENCE

The term for which the Corporation is to exist shall be perpetual.

ARTICLE VI

MEMBERSHIP

The Corporation shall have no members.

ARTICLE VII

SUBSCRIBERS

The name and address of the subscribers and incorporators are:

Richard Dantzler	860 W. Lake Otis Drive Winter Haven, Florida 33880
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Larry D. Tucker	2516 Partridge Drive SE Winter Haven, FL 33884
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ARTICLE VIII

TRUSTEES

8.1 NUMBER

The affairs of the Corporation are to be managed by a Board of Trustees consisting of at least seven (7), but not more than thirteen (13) Trustees.

8.2 EXISTING BOARD

The names and addresses of the existing Board of Trustees are:

<u>NAME</u>	<u>ADDRESS</u>	<u>TERM EXPIRES:</u>
Charles W. McPherson	P.O. Box 32036 Lakeland, FL 33802-2036	October 2004
Richard Dantzler	P.O. Box 192 Winter Haven, FL 33882	October 2004
J.M. Nolen	P.O. Box 1439 Winter Haven, FL 33882	October 2004
Mark Bostick	P.O. Drawer 67 Auburndale, FL 33823	October 2004
Richard Straughn	255 Magnolia Avenue, SW Winter Haven, FL 33880	October 2004

Howard M. Beckert

P.O. Box 9087
Winter Haven, FL 33883-9087

October 2004

Brian K. Swain

P.O. Box 3096
Winter Haven, FL 33885

October 2004

8.3 POWERS

The Board of Trustees shall act for the Corporation and shall have the power to decide all matters relating to the conduct of business for this Corporation.

8.4 ELECTION AND TERM OF OFFICE

The Trustees of the Corporation shall consist of the seven officers of Winter Haven Hospital, Inc., and any additional members who they nominate and elect.

There is hereby created a Nominating Committee, which Committee shall consist of the seven officers of Winter Haven Hospital, Inc. It shall be the duty of the Nominating Committee to submit to the Board at, or prior to, the regular meeting of the Board at least one month prior to the annual election of Trustees, the names of at least two persons, considered qualified, to serve as Trustees.

The term of each Trustee shall be one year, beginning with the start of the fiscal year after his election.

At any time that there is a vacancy on the Board of Trustees for any reason other than at regular annual elections, the Board may fill any such vacancy by election by simple majority.

There shall be at no time more than one member of the Board connected with any kind of public or political office, except that no member of the Circuit or Appellate Judiciary shall be deemed to be a holder of public or political office.

ARTICLE IX

OFFICERS

9.1 NUMBER

There shall be seven (7) officers of the Corporation. They are: Chairman, First Vice-Chairman, Second Vice-Chairman, Secretary, Assistant Secretary, Treasurer and Assistant Treasurer.

9.2 ELECTION AND TERM OF OFFICE

Officers shall be elected for terms of one (1) year by the Board of Trustees at the Annual Meeting of the Trustees each year.

9.3 POWERS AND DUTIES

The powers and duties of the Officers of the Corporation shall be those usually pertaining to their respective offices, or as may be specifically directed in these Articles of Incorporation or the Bylaws of this Corporation.

9.4 EXISTING OFFICERS

The names and addresses of the existing Officers are:

<u>OFFICE</u>	<u>NAME</u>	<u>ADDRESS</u>
Chairman	Charles W. McPherson	P.O. Box 32036 Lakeland, FL 33802-2036
First Vice-Chairman	Richard Dantzler	P.O. Box 192 Winter Haven, FL 33882
Second Vice-Chairman	J.M. Nolen	P.O. Box 1439 Winter Haven, FL 33882
Secretary	Mark Bostick	P.O. Drawer 67 Auburndale, FL 33823
Assistant Secretary	Richard Straughn	255 Magnolia Avenue, SW Winter Haven, FL 33880
Treasurer	Howard M. Beckert	P.O. Box 9087 Winter Haven, FL 33883
Assistant Treasurer	Brian K. Swain	P.O. Box 3096 Winter Haven, FL 33885

ARTICLE X

BYLAWS

The power to make, alter, amend, repeal or adopt the Bylaws of this Corporation shall be vested solely in the Board of Trustees and shall require a two-thirds majority vote of a quorum of Trustees present at any meeting of said Trustees.

ARTICLE XI

AMENDMENT OF ARTICLES OF INCORPORATION

The Articles of Incorporation shall be amended by the Board of Trustees upon reading and approval of such amendments by a two-thirds majority of the board present at two (2) regular or special meetings of the Board at which a quorum is present, which meetings shall be held at not less than ten (10) day intervals. Such amendments shall become operative from and after the date which they are approved by the Department of State of Florida.

ARTICLE XII


DISSOLUTION

Upon the dissolution of the Corporation, the Board of Trustees shall, after paying or making provision for the payment of all liabilities of the Corporation, dispose of all other assets of the Corporation exclusively for the purpose of the Corporation to the Winter Haven Hospital Development Foundation, Inc., if still in existence, and still qualifying as an exempt organization under Section 501 (c) (3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law), or if not still in existence and qualifying as tax exempt, to Winter Haven Hospital, Inc. and/or other health care providers or health care related corporations existing and qualifying as exempt under Section 501 (c) (3) of the Internal Revenue Code (or the corresponding provisions of any future United States Internal Revenue Law), or if not still in existence and qualifying as tax exempt, in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational or scientific purposes as shall at the time qualify as an exempt organization under Section 501 (c) (3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law), as the Board of Trustees shall determine to be best calculated to

carry out the objects and purposes for which the Corporation is 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 such are organized and operated for such purpose.

ACCEPTANCE

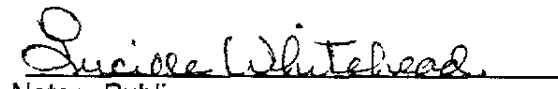
I HEREBY AGREE to act as the Registered Agent for MID-FLORIDA MEDICAL SERVICES, INC., as stated in the foregoing Amended Articles of Incorporation of said corporation.


Lance W. Anastasio

SWORN TO and subscribed before me this 3rd day of February, 2004.

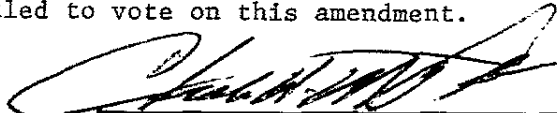
(Notarial Seal)




Notary Public
My commission expires: 4-24-05

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IN WITNESS WHEREOF, the Board of Trustees of Mid-Florida Medical Services, Inc., has adopted the Amended and Restated Articles of Incorporation of Mid-Florida Medical Services, Inc., by a two thirds majority of the Board present at two (2) regular meetings of the Board at which a quorum was present and which meetings were more than ten (10) days apart, the undersigned have signed this Certificate this 9th day of February, 2004. There are no members or members entitled to vote on this amendment.



Charles W. McPherson, Chairman

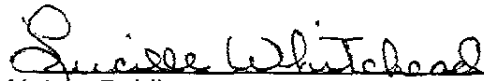


Mark Bostick, Secretary

STATE OF FLORIDA
COUNTY OF POLK

BEFORE ME, personally appeared CHARLES W. MCPHERSON and MARK BOSTICK, known to me to be the persons described in and who executed the foregoing Articles of Incorporation, and they acknowledged before me that they executed same for the purposes therein expressed.

WITNESS my hand and official seal this 9th day of February, 2004.



Notary Public

My commission expires: 4/24/05

(Notarial Seal)

