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CONTACT PERSON: Cindy Harris

EXAMINER'S INITIALS:

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SION OF CORPORATION

CERTIFICATE OF AMENDMENT OF LIMITED PARTNERSHIP OF SAN PABLO SURGERY CENTER, LTD.

The undersigned, desiring to amend the certificate of limited partnership of San Pablo Surgery Center, Ltd., under the Florida Revised Uniform Limited Partnership Act (1986) hereby certifies.

- 1. The name of the limited partnership is San Pablo Surgery Center, Ltd. (the "Partnership").
- The original certificate of limited partnership was filed on July 22, 1993.
- 3. The location of the principal place of business of the Partnership is 3625 University Boulevard, South, Jacksonville, Florida 32216, or at such other place as the general partner may designate.
- 4. The current street address of the registered office of the Partnership is 4651 Salisbury Road, Suite 155, Jacksonville, Florida 32256, and the name of the registered agent of the Partnership at that address is Brett J. Lewis. Brett J. Lewis is resigning as registered agent.
- 5. The new address of the registered office of the Partnership is 1201 Hays Street, Suite 105, Tallahassee, Florida 32301, and the name of the new registered agent of the Partnership at that address is Prentice Hall Corporation System, Inc.
- 6. The current sole general partner is San Pablo Surgery Center, Inc. San Pablo Surgery Center, Inc. has withdrawn from the Partnership effective January 31, 1998.
- 7. The name and business address of the new sole general partner is Memorial Healthcare Group, Inc., 3625 University Boulevard, South, Jacksonville, Florida 32216.
- 8. The mailing address of the Partnership is 3625 University Boulevard, South, Jacksonville, Florida 32216.
- 9. The term of the Partnership shall commence on the date of filing hereof and shall continue until April 15, 2018.

The foregoing amendment has been authorized by all the general partners of the Partnership.

IN WITNESS WHEREOF, the undersigned does solemnly swear that the foregoing statements are true and correct as of this 26 day of February, 1998.

FORMER GENERAL PARTNER:

SAN PABLO SURGERY CENTER, INC.

WITNESSES:

By:

RETT J. LEWIS PRESIDENT

STATE OF FLORIDA

COUNTY OF DUVAL

The foregoing instrument was acknowledged before me this 26 day of February, 1998, by Brett J. Lewis, as President of San Pablo Surgery Center, Inc., a Florida corporation, on behalf of the corporation, as general partner of San Pablo Surgery Center, Ltd., who is personally known to me or who has produced _____ as identification.

MAE McCAIN Notary Public, State of Florida My Comm. expires April 10, 2001 Comm. No. CC 637614 PRINT NAME: Mae MCCa; N

NOTARY PUBLIC, STATE OF FLORIDA

My commission expires:

Commission Number:

NEW GENERAL PARTNER:

MEMORIAL HEALTHCARE GROUP, INC.

WITNESSES:

Samuatha J. White

KEX ETHEREDGE PRESIDENT

Diana Evans

STATE OF FLORIDA COUNTY OF DUVAL

The foregoing instrument was acknowledged before me this Z314 day of February, 1998, by Rex Etheredge, as President of Memorial Healthcare Group, Inc., a Florida corporation, on behalf of the corporation, as general partner of Memorial Healthcare Group, Inc., who is personally known to me or who has produced however as identification.

PRINT NAME: Patricia R. Holmes

NOTARY PUBLIC, STATE OF FLORIDA

My commission expires: 5-8-2001

Commission Number: 006 45613

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT FOR SAN PABLO SURGERY CENTER, LTD.

Corporation Service Company hereby accepts designation as the registered agent for San Pablo Surgery Center, Ltd., a Florida limited partnership. The registered office for the partnership shall be 1201 Hays Street, Suite 105, Tallahassee, Florida 32301. An office will be kept open there during prescribed hours. The name, Prentice Hall Corporation System, Inc., shall be posted there in a conspicuous place as required by law.

Corporation Service Company

y :____

Karen B. Rozar, As Its Agent

Date: $\bigcirc - \bigcirc - \bigcirc -$, 1998.

SECTION OF STATE