

H65429



ACCOUNT NO. : 072100000032

REFERENCE : 500718 4312787

AUTHORIZATION : *Patricia Pignato*

COST LIMIT : \$ 43.75

ORDER DATE : March 28, 2002

ORDER TIME : 1:17 PM

700005174957--8

ORDER NO. : 500718-020

CUSTOMER NO: 4312787

CUSTOMER: Kyle Saxon, Esq
Catlin Saxon Tuttle And Evans,
Alfred I. Dupont Bldg., #1700
169 E. Flagler Street
Miami, FL 33131

DOMESTIC AMENDMENT FILING

NAME: BAPTIST HEALTH ENTERPRISES,
INC.

EFFECTIVE DATE:

XX ARTICLES OF AMENDMENT
 RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Jeanine Reynolds -- EXT# 1133

EXAMINER'S INITIALS:

FILED
02 MAR 28 PM 3:53
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECEIVED
02 MAR 28 PM 1:58
DIVISION OF CORPORATION

*Amended + Restated
SP 3/29/02*



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

March 28, 2002

CSC
Attn: Jeanine Reynolds
Tallahassee, FL

SUBJECT: BAPTIST HEALTH ENTERPRISES, INC.
Ref. Number: H65429

We have received your document for BAPTIST HEALTH ENTERPRISES, INC. and the authorization to debit your account in the amount of \$43.75. However, the document has not been filed and is being returned for the following:

The document should be signed by the chairman or vice chairman of the corporation, its president or another of its officers. If George Cadman, III is chairman or officer for the subject corporation this should be reflected. It appears that the signature is only in a shareholder capacity.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6901.

Susan Payne
Senior Section Administrator

Letter Number: 802A00018722

RESUBMIT
Please give original
submission date as file date.

Amended and Restated
ARTICLES OF INCORPORATION
OF

FILED
02 MAR 28 PM 3:53
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

BAPTIST HEALTH ENTERPRISES, INC.

These articles are filed with the Secretary of State of the State of Florida for the purpose of forming a corporation under the laws of the State of Florida, by and under the provisions of the Statutes of the State of Florida providing for the formation, rights, privileges, immunities and liabilities of corporations for profit.

ARTICLE I - NAME

The name of the corporation shall be:

BAPTIST HEALTH ENTERPRISES, INC.

ARTICLE II - MANAGEMENT BY BOARD OF DIRECTORS

All corporate power which is not reserved to the shareholders by law or otherwise, shall be exercised exclusively by or under the authority of the Board of Directors and the business and affairs of this corporation shall be managed under the direction of the Board of Directors (hereafter the "Board"). The Board of Directors shall consist of not less than one (1) nor more than twenty-five (25) members. A quorum for the holding of a meeting of the Board and for the transaction of any business which may be properly done by the Board of Directors on behalf of the Corporation shall consist of a majority of the members thereof. The Board of Directors shall elect the following officers: A Chairperson, a Vice Chairperson, a Chief Executive Officer, a Treasurer, a Secretary, and as many Vice Presidents, Assistant Secretaries, and Assistant Treasurers as the Board of Directors, from time to time, deem advisable, provided that any one or more of said offices may be held by the same person, except the office of Chief Executive Officer or Vice President shall not be held by the Secretary or any Assistant Secretary of the Corporation. The annual meeting of the Corporation shall be held on such date as is provided in

the Bylaws of the Corporation, which said Bylaws may be amended at any time in accordance with their provisions.

ARTICLE III - RESTRICTIONS ON AUTHORITY OF BOARD OF DIRECTORS

The Board of Directors may not, without the prior approval of the Board of Trustees of Baptist Health South Florida, Inc:

- (a) Adopt a plan of dissolution of the Corporation;
- (b) Authorize the Corporation to engage in, or enter into, any transaction providing for the sale, mortgage or other disposition of all or substantially all of the assets of the Corporation;
- (c) Adopt a plan of merger or consolidation of the Corporation with another corporation;
- (d) Appoint or remove the independent auditors of the Corporation;
- (e) Sell or mortgage any real property owned by the Corporation or acquire any real property on behalf of the Corporation;
- (f) Adopt any annual operating or capital budget of the Corporation, or approve any changes thereto.

ARTICLE IV - ACTION BY UNANIMOUS CONSENT

The shareholders or the Board of Directors by unanimous consent evidenced by a writing included among the Minutes of the Corporation, may agree to the doing of any act, and such consent in writing as aforesaid shall have the same force and effect as though a formal meeting had been held pursuant to a call being duly made, and as though the said act had been done and authorized, at a meeting at which a quorum had been present.

ARTICLE V - DURATION

The existence of this Corporation shall be perpetual.

ARTICLE VI - PURPOSE

This Corporation is organized for the purpose of transacting any and all lawful business including, but not limited to the following:

- (a) Participation in health related activities and business.
- (b) Participation in joint venture projects and business relationships with physicians and other individuals or corporations which relate to or are in any way connected with the operation of the business of the Corporation.
- (c) To negotiate and enter into contracts, franchises, permits, concessions and similar agreements creating legal privileges, and obligations of the Corporation with individuals and corporations which relate to or are in any way connected with the operation of the business of the Corporation.
- (d) To purchase, manufacture, lease, or otherwise acquire and to sell or otherwise dispose of all raw materials, machinery equipment, supplies, and other articles of real or personal property useful or convenient in connection with the business of the Corporation.
- (e) To manufacture, purchase, sell or otherwise acquire, dispose of, deal and trade in furniture, fixtures, furnishings, and other kinds of goods, ware and merchandise.
- (f) To act as commission agent or representative of corporations, firms, and individuals and as such to develop and extend the business interest of corporations, firms or individuals.
- (g) To import and export merchandise of all kinds.
- (h) To purchase, hold, sell, exchange, transfer or otherwise deal in shares of its own capital stock, bonds, or other obligations from time to time to such extent and in such manner and upon such terms as its shareholders shall determine; provided that this Corporation shall not use any of its funds nor property for the purchase of its shares of capital stock when such use would cause and impair the capital of the Corporation, and provided further that shares of its capital stock belonging to this Corporation shall not be voted upon directly or indirectly.

(i) To acquire by purchase, subscription, or otherwise, and to hold as investment, any bonds, partnership interests or other securities or evidence of indebtedness, or any shares of capital stock created or issued by any other corporation or corporations, association or associations of any state, territory, or country. To purchase, hold, assign, transfer, mortgage, pledge, or otherwise dispose of, any bonds, partnership interests, or other securities or evidences of indebtedness created or issued by any partnership, corporation or corporations, association or associations of any state, territory or country, and while owner thereof, to exercise all the rights, power, and privileges of ownership.

(j) To, for its own account, own, acquire, buy, sell, lease, exchange and deal in lands and real and personal properties; to erect buildings and improvements thereon; to borrow and loan money on real estate and other security; to develop and manage any real estate so acquired and to erect or cause to be erected on any lands owned, held or occupied by the corporation, buildings or other structures with their appurtenances, and to rebuild, enlarge, alter or improve any buildings or other structures now or hereafter erected on any lands so owned, held or occupied, and to mortgage, sell, lease or otherwise dispose of any lands or interests in lands and any buildings or other structures, any stores, shops, suites, rooms, or parts of any buildings, or other structures at any time owned or held by the Corporation.

(k) To do each and every thing necessary, suitable, or proper for the accomplishment of any of the purposes or the attainment of any one or more of the objects herein enumerated, or which shall at any time appear conducive to or expedient for the protection or benefit of this Corporation; in general to carry on any other lawful business whatsoever in connection with the foregoing or which is calculated, directly or indirectly, to promote the interest of the Corporation or to enhance the value of its properties.

ARTICLE VII - CAPITAL STOCK

The maximum number of shares of stock which this Corporation is authorized to have outstanding at any time shall be 300 shares, each of the par value of Ten Dollars (\$10.00) all to be issued, fully paid and exempt from assessment.

The capital stock of the Corporation may be paid for in property, labor, or services at a just valuation to be fixed by the incorporator, or by the shareholders at a meeting called for such purpose, or at the organizational meeting. Property, labor, or services may also be purchased or paid for with the capital stock at a just valuation of said property, labor, or services to be fixed by the shareholders of the Corporation. Stock in other corporations or going businesses may be purchased by the Corporation in consideration for the issuance of capital stock of the Corporation, the said purchase shall be on such basis and terms and for such consideration as the shareholders shall determine.

ARTICLE VIII - MINIMUM CAPITAL

The amount of capital with which this Corporation may begin business shall be in the sum of not less than Five Hundred Dollars (\$500.00).

ARTICLE XI - PRE-EMPTIVE RIGHTS

Every Shareholder, upon the sale for cash of any new stock of this Corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his prorata share (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE X - INDEMNIFICATION

The Corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending, or completed action, suit, or proceeding, whether civil or criminal, administrative or investigative, by reason of the fact that he is or was a director, officer, employee, or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee, or agent of another Corporation, partnership, joint venture, trust, or other enterprise, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement, actually and reasonably incurred by him in connection with such action, suit, or proceeding, including any appeal thereof, if he acted in good faith or in a manner

he reasonably believed to be in or not opposed to the best interests of the Corporation, and with respect to any criminal action or proceeding, if he had no reasonable cause to believe his conduct was unlawful. Indemnification hereunder may be paid by the Corporation in advance of the final disposition or any action, suit, or proceedings, in a preliminary determination that the director, officer, employee, or agent met the applicable standard of conduct and on receipt of any undertaking by or on behalf of the director, officer, employee, or agent to repay such amount, unless it is ultimately determined that he is entitled to be indemnified by the Corporation as authorized in this section.

The Corporation shall also indemnify any director, officer, employee or agent who has been successful on the merits or otherwise, in defense of any action, suit or proceedings, or in defense of any claim, issue, or matter therein, against all expenses, including attorneys' fees, actually and reasonably incurred by him in connection therewith, without the necessity of an independent determination that such director, officer, employee, or agent met any appropriate standard of conduct.

The indemnification provided for herein shall continue as to any person who has ceased to be a director, officer, employee, or agent, and shall inure to the benefit of the heirs, executors, and administrators of such person.

In addition to the indemnification provided for herein, the Corporation shall have power to make any other or further indemnification, except an indemnification against gross negligence or willful misconduct, under any resolution or agreement duly adopted by a majority of disinterested directors, or duly authorized by a majority of stockholders.

ARTICLE XI - PROFESSIONAL LIABILITY AND INSURANCE

The Corporation shall have power to purchase and maintain insurance on behalf of any person who is or was a director, officer, employee, or agent of the Corporation, or who is or was serving at the request of the Corporation as a director, officer, employee, or agent of another Corporation, partnership, joint venture, trust, or other enterprise, against any liability asserted against him and incurred by him in any such capacity, or arising out of his status as such,

whether or not the Corporation would have authority to indemnify him against such liability under the provisions of these articles, or under law.

ARTICLE XII - PRINCIPAL PLACE OF BUSINESS

The principal place of business of this Corporation shall be located at 6855 Red Road, Suite 600, Coral Gables, Florida 33143. This Corporation shall have full power and authority, nevertheless, to transact corporate business and to establish corporate offices and corporate agencies at such other places within and without the State of Florida, and in foreign countries, as its shareholders may from time to time authorize.

ARTICLE XIII - CORPORATE POWERS

This Corporation shall have all of the corporate powers enumerated in the Florida General Corporation Act, without limitation.

ARTICLE XVII - AMENDMENT

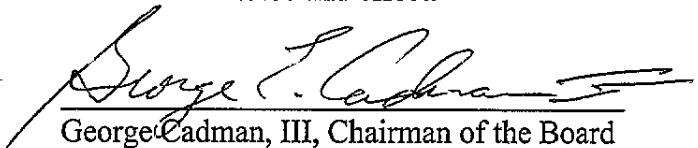
These Articles of Incorporation may be amended by majority vote of the Shareholders at any meeting of the Shareholders for which notice of the proposed amendments has been given, without the need for any act of the Board.

CERTIFICATE

These Amended and Restated Articles were duly adopted by the Board of Trustees of Baptist Health South Florida, Inc., formerly known as Baptist Health Systems of South Florida, Inc., the sole shareholder. The sole shareholder adopted the Amendments and approved the Restatement on March 25, 2002, and the number of votes cast for the Amendments and the Restatement was sufficient for approval. The Amendments included in the Amended and Restated Articles of Incorporation have been adopted pursuant to Sections 607.1003, 607.1006 and 607.1007, Florida Statutes and there is no discrepancy between the Articles of Incorporation as previously filed and amended and the provisions of these Amended and Restated Articles of Incorporation other than inclusion of the Amendments adopted pursuant to Sections 617.1003, 607.1006 and 607.1007, Florida Statutes.

IN WITNESS WHEREOF, the undersigned Chairman and Secretary of the Board of Trustees of Baptist Health South Florida, Inc., formerly known as Baptist Health Systems of South Florida, Inc., the sole shareholder, have executed the Amended and Restated Articles of Incorporation as of the 25th day of March, 2002, for the purpose of Amending and Restating the Articles of Incorporation of the Corporation. The undersigned certify that no actions have been taken since the vote to modify or rescind the adoption of the Amended and Restated Articles as provided herein, and that said adoption remains in full force and effect.

(CORPORATE SEAL)



George Cadman, III, Chairman of the Board of Baptist Health South Florida, Inc., formerly known as Trustees of Baptist Health Systems of South Florida, Inc., and Chairman of the Board of Baptist Health Enterprises, Inc.

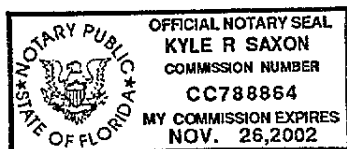
Attest:



Rev. David W. Cleeland, Secretary of the Board of Trustees of Baptist Health South Florida, Inc., formerly known as Baptist Health Systems of South Florida, Inc.

STATE OF FLORIDA
COUNTY OF MIAMI-DADE

The foregoing instrument was acknowledged before this 25th day of March, 2002, by George Cadman, III and Dr. Emit O. Ray, the Chairperson and Secretary, respectively, of the Board of Trustees of Baptist Health South Florida, Inc., formerly known as Baptist Health Systems of South Florida, Inc. They are personally known to me.




Notary Public, State of Florida