

No 1000006214

Florida Department of State
Division of Corporations
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BASIC AMENDMENT

PREMIER MEDICAL CENTER OF NORTH MIAMI, INC.

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JUNE 5, 2002

PREMIER MEDICAL CENTER OF NORTH MIAMI, INC.
640 N.E. 149TH STREET
MIAMI, FL 33161

SUBJECT: PREMIER MEDICAL CENTER OF NORTH MIAMI, INC.
REF: NO1000006214

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KAREN GIBSON
CORPORATE SPECIALIST

FAX AUD. #: H02000037624
LETTER NUMBER: 902A00036826



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

June 5, 2002

PREMIER MEDICAL CENTER OF NORTH MIAMI, INC.
640 N.E. 149TH STREET
MIAMI, FL 33161

SUBJECT: PREMIER MEDICAL CENTER OF NORTH MIAMI, INC.
REF: N01000006214

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The document must state that there are no members or members entitled to vote.

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If you have any questions concerning the filing of your document, please call (850) 245-6880.

Karen Gibson
Corporate Specialist

FAX Aud. #: H02000037624
Letter Number: 902A00036826

H02000037624

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF**

**PREMIER MEDICAL CENTER OF NORTH MIAMI, INC.
A FLORIDA CORPORATION NOT FOR PROFIT**

FILED
02 JUN -5 PM 3:41
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 607.1001 of the Florida Business corporation Act (the "Act"), the undersigned corporation hereby amends and restates its Articles of Incorporation. There are no members entitled to vote on the Amended and Restated Articles of Incorporation which were adopted by the board of directors on January 28, 2002.

ARTICLE I

NAME

The name of the Corporation is Premier Medical Center of North Miami, Inc.

ARTICLE II

ENABLING LAW

The Corporation is organized pursuant to the Corporations Not For Profit law of the State of Florida, set forth in Chapter 617 of the Florida Statutes.

ARTICLE III

PURPOSES

1. The specific and primary purpose for which the Corporation is formed is:
 - (a) To provide affordable and cost effective medical and psychological assistance to the indigent residents of the North Miami-Dade County community; and to instruct in the care and well being of newborn infants and children of all ages and the elderly.
 - (b) to operate exclusively in any other manner for such charitable and educational purposes as will qualify it as an exempt organization under Section 501(c)(3) of the Internal Revenue Code, or under any corresponding provisions of any subsequent federal tax laws, covering the distributions to organizations qualified as tax exempt organizations under the Internal Revenue Code, including private foundations and private operating foundations.

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2. The Corporation shall have and exercise all rights and powers conferred upon corporations under the laws of the State of Florida; provided, however, that the Corporation is not empowered to engage in any activity that in itself is not in furtherance of its purposes as set forth in subparagraphs (a) and (b) of this article.

ARTICLE IV

TERM

The Corporation shall have a perpetual existence.

ARTICLE V

MEMBERSHIP AND MANAGEMENT OF THE CORPORATION

(a) The Corporation shall be organized on a non-stock basis, and at the discretion of the Board of Directors, may have nonvoting members or an advisory board whose qualifications shall be as set forth in the Bylaws. The authority for all affairs of the Corporation shall be in a Board of Directors consisting of at least three (3) and not more than eight (8) directors who shall have and may exercise all the powers of the Corporation as permitted by federal law, state law, these Articles of Incorporation, and the Bylaws of the Corporation as from time to time in effect. The Board of Directors shall be three (3) in number, and their names and addresses being as follows:

Hubert Campbell
640 N.E. 149th Street
Miami, FL 33161

Daphne Campbell
640 N.E. 149th Street
Miami, FL 33161

Clifford O'Connor
640 N.E. 149th Street
Miami, FL 33161

(b) Elective Officers. The officers of the Corporation shall be a president, vice president, secretary, and treasurer. Other offices and officers may be established or appointed by members of the Corporation at any meeting of the Board of Directors. The qualifications, the time and manner of electing or appointing, the duties of, the terms of office, and the manner of removing officers shall be as set forth in the bylaws.

The officers who are to serve until the next election of officers under these Amended and Restated Articles of Incorporation are:

President:	DAPHNE CAMPBELL
Secretary:	ANDREA CAMPBELL
Treasurer:	GREGORY CAMPBELL

ARTICLE VI

PRINCIPAL OFFICE

The principal office of the Corporation is 640 N.E. 149th Street, Miami, FL 33161.

ARTICLE VII

LOCATION OF REGISTERED OFFICE;

IDENTIFICATION OF REGISTERED AGENT

(a) The address of the Corporation's registered office in the State of Florida is: 640 N.E. 149th Street, Miami, FL 33161.

(b) The name of the Corporation's registered agent at the above address is: DAPHNE CAMPBELL.

ARTICLE VIII

EARNINGS AND ACTIVITIES OF CORPORATION

(a) No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its directors, officers or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in these Articles of Incorporation.

(b) No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office.

(c) Notwithstanding any other provision of these Articles of Incorporation, the Corporation shall not carry on any other activities not permitted to be carried on (i) by a corporation exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code, (ii) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code or (iii) by a non profit corporation organized under the laws of the State of Florida.

(d) Notwithstanding any other provision of these articles, the Corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of the Corporation.

ARTICLE IX

BYLAWS

Bylaws will be hereinafter adopted at the first meeting of the Board of Directors. Such bylaws may be amended or repealed, in whole or in part, by the Board of Directors in the manner provided therein. Any amendments to the bylaws shall be binding on the Corporation.

ARTICLE X

AMENDMENT OF ARTICLES

Amendments to these Articles of Incorporation may be made by a resolution adopted by the Board of Directors.

ARTICLE XI

DISSOLUTION

The Corporation shall be dissolved and its affairs wound up by a two-thirds vote of the Board of Directors. Upon dissolution of the Corporation, the Board of Directors shall, after paying or making provisions for the payment of all of the liabilities of the Corporation, dispose of all of the assets of the Corporation exclusively for the purpose of the Corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable or educational, purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1954 as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by a Court of competent jurisdiction in the county in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations as such Court shall determine, which are organized and operated exclusively for such purposes.


IN WITNESS WHEREOF, I, the undersigned, being the President of the corporation, executed the foregoing Amended and Restated Articles of Incorporation to be filed in the Office of the Secretary of the State of Florida for the purposes therein set forth this 28 day of Jan, 2002.


DAPHNE CAMPBELL, President

STATE OF FLORIDA)
COUNTY OF MIAMI-DADE)

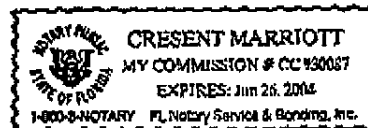
BEFORE ME, a Notary Public in and for the State of Florida duly commissioned, personally appeared DAPHNE CAMPBELL, to me personally known, and known to me to be the same person described herein and who executed the within Amended and Restated Articles of Incorporation and who acknowledged the same to be her act and deed.

SWORN TO AND SUBSCRIBED BEFORE ME this 28 day of Jan, 2002.


Notary Public State of Florida

My Commission Expires:

CRESENT MARRIOTT



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HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT OF REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

SIGNATURE


Daphne Campbell

DATE:

1/28, 2002

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