02/04/98 10:24 AKERMAN, SENTERFITT WPB 001

N01177

2/03/98

FLORIDA DIVISION OF CORPORATIONS
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TO: DIVISION OF CORPORATIONS FAX #: (850)922-4000

FROM: AKERMAN, SENTERFITT & EIDSON, P.A. (WPB) ACCT#: 104075003305
CONTACT: NANCY M PORCARI
PHONE: (561)659-5990 FAX #: (561)659-6313

NAME: B R C H FOUNDATION, INC.
AUDIT NUMBER......H98000002278
DOC TYPE.........BASIC AMENDMENT
CERT. OF STATUS..0 PAGES....... 6
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Attention: Darlene Connell

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Amended & Restated Articles 2/4/98 DC

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DIVISION OF CORPORATIONS

2/03/98 FLORIDA DIVISION OF CORPORATIONS 12:58 PM

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DIVISION OF CORPORATIONS

FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

February 3, 1998

B R C H FOUNDATION, INC.
% VONNIE LOU GUTZEIT
800 MEADOWS RD.
BOCA RATON, FL 33486-2304

SUBJECT: B R C H FOUNDATION, INC.
REF: N01177

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.

Section 617.0202(d), Florida Statutes, requires the manner in which directors are elected or appointed be contained in the Amended and Restated Articles or a statement that the method of election of directors is as stated in the bylaws.

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) 487-6906.

Darlene Connell
Corporate Specialist

FAX Aud. #: H98000002278
Letter Number: 998A00006132

Darlene:
Per your conversation with Cara Sansonia, Esq., please see Article VII.

Thanks,
Nancy Pascari

H98000002278

CERTIFICATE TO THE SECOND AMENDED AND RESTATED ARTICLES OF INCORPORATION OF B R C H FOUNDATION, INC.

Pursuant to the provisions of Section 617.01201, Florida Statutes, the undersigned officer, being duly authorized, empowered and directed to act, hereby files this Certificate to the Second Amended and Restated Articles of Incorporation of B R C H Foundation, Inc. (the "Corporation") and hereby certifies the following:

FIRST: The name of the Corporation is B R C H Foundation, Inc.

SECOND: The original Articles of Incorporation of the Corporation were filed with Florida's Department of State, Division of Corporations (the "Department") on January 31, 1984. The First Articles of Amendment to the Articles of Incorporation of the Corporation were subsequently filed with the Department on February 8, 1991. The First Amended and Restated Articles of Incorporation of the Corporation were subsequently filed with the Department on April 10, 1996.

THIRD: The First Amended and Restated Articles of Incorporation of the Corporation shall be and hereby are further amended in their entirety by replacing the First Amended and Restated Articles of Incorporation with the Second Amended and Restated Articles of Incorporation of the Corporation, a copy of which is attached hereto as Exhibit "A" and made a part hereof by reference.

FOURTH: The Corporation has adopted the amendments set forth in the Second Amended and Restated Articles of Incorporation of the Corporation pursuant to a duly called and convened meeting of the sole member of the Corporation on October 28, 1997. The number of votes cast in favor of adopting these amendments was sufficient for approval thereof.

IN WITNESS WHEREOF, the undersigned duly authorized officer has executed this Certificate to the Second Amended and Restated Articles of Incorporation of B R C H Foundation, Inc., this 2 day of February, 1998 for the purposes herein expressed.

B R C H FOUNDATION, INC.

By: Randolph J. Pierce

Randolph J. Pierce, President

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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Philip M. Sprinkle II, Esquire
Florida Bar No. 724890
Akerman, Senterfitt & Eidson, P.A.
777 South Flagler Drive, Suite 900 East Tower
West Palm Beach, FL 33401
Telephone (561) 659-5990

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EXHIBIT "A"

SECOND AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
B R C H FOUNDATION, INC.

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SECOND AMENDED AND RESTATED ARTICLES OF INCORPORATION OF B R C H FOUNDATION, INC.

These Second Amended and Restated Articles of Incorporation have been duly adopted by the sole member of B R C H Foundation, Inc. pursuant to and in accordance with Section 617.1007, Florida Statutes.

ARTICLE I. NAME

The name of the Corporation shall be:

B R C H FOUNDATION, INC.

ARTICLE II. PURPOSE

The Corporation is organized as a not for profit corporation exclusively for charitable, benevolent, educational and scientific purposes, to support and encourage health care service through providing financial and management assistance, and in all other relevant ways.

The activities of the Corporation shall be conducted in such a manner that no part of its net earnings shall inure to the benefit of any member, Trustee, officer or individual other than to an organization or organizations which qualify as an exempt organization or organizations under Section 501(C)(3) of the Internal Revenue Code of 1986, as amended (or the corresponding provisions of any future Internal Revenue Law) and other than in the furtherance of the Corporation's exempt purpose. It shall not have the power to issue certificates of stock or declare dividends.

Notwithstanding any provisions of these Second Amended and Restated Articles, the Corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (or the corresponding provisions of any future Internal Revenue Law).

No substantial part of the activities of the Corporation shall consist of carrying on 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.

In the event of dissolution of the Corporation or the winding up of its affairs, or other liquidation of its assets, the Corporation's property shall be conveyed or distributed to B R C H CORPORATION, a Florida not for profit corporation, if at the time of such conveyance or distribution B R C H CORPORATION qualifies as an exempt organization under Section

501(C)(3) of the Internal Revenue Code of 1986, as amended (or the corresponding provisions of any future Internal Revenue Law), or, if it does not so qualify or is not then in existence, then to such organization created and operated for non-profit purposes similar to those of the Corporation as shall be designated by the Board of Trustees of the Corporation, so long as such organization or organizations at the time of such conveyance or distribution qualify as an exempt organization or organizations under Section 501(C)(3) of the Internal Revenue Code of 1986, as amended (or the corresponding provision of any future Internal Revenue Law).

ARTICLE III. MEMBERS

The sole member of the Corporation shall be B R C H CORPORATION, a Florida not for profit corporation.

ARTICLE IV. TERM OF EXISTENCE

The term for which this Corporation shall exist shall be perpetual.

ARTICLE V. REGISTERED AGENT AND REGISTERED OFFICE

The mailing address of the Registered Office of the Corporation is:

800 Meadows Road
Boca Raton, Florida 33486

The Registered Agent at that address is:

Vonnie Lou Gutzeit

ARTICLE VI. TRUSTEES AND OFFICERS

Section 1. The Officers of the Corporation shall be a President, Vice President, Secretary and a Treasurer, and such other officers as may be provided by the Bylaws of the Corporation.

Section 2. Subject to the powers and authority reserved herein to the sole member of the Corporation, the affairs of the Corporation shall be managed by a Board of Trustees.

ARTICLE VII. BOARD OF TRUSTEES

The composition of the Board of Trustees shall be established in accordance with the Bylaws of the Corporation. The term of office for the Trustees shall be established in accordance with the Bylaws of the Corporation. The sole member of the Corporation alone shall have the power, subject to the provisions of Article II, Section 3 and Article IV, Sections 1 and 2 of the Bylaws of the Corporation, to select or replace and, subject to the provisions of Article II, Section 5 of the Bylaws of the Corporation, to remove, with or without cause, the Trustees of the Corporation.

ARTICLE VIII. BYLAWS

The Bylaws of the Corporation may be altered, amended or repealed, and new and other Bylaws may be made and adopted only by the sole member of the Corporation.

ARTICLE IX. AMENDMENTS

Amendments to these Second Amended and Restated Articles of Incorporation may be made and adopted only by the sole member of the Corporation.

ARTICLE X. POWERS OF THE SOLE MEMBER

In addition to the powers reserved to the sole member of the Corporation in Articles VI, VIII and IX of these Second Amended and Restated Articles of Incorporation, the Board of Trustees of the Corporation may not, without the prior approval of the sole member of the Corporation:

1. Adopt any annual or long-term Capital or operational budget or any changes therein exceeding one percent (1%) of the total original budget of the Corporation;

2. Authorize the Corporation to enter into any contract or engage in any transaction which is not provided for in an annual or long-term capital or operational budget approved by the sole member Corporation where the amount involved exceeds One Hundred Thousand Dollars ($100,000.00);

3. Adopt any new or any changes to existing long-term or master institutional plans of the Corporation;

4. Adopt a plan of dissolution of the Corporation;

5. Authorize the Corporation to engage in, or enter into, any transaction providing for sale, mortgage or other disposition of all or substantially all of the assets of the Corporation;

6. Adopt a plan of merger or consolidation of the Corporation with another Corporation;

7. Approve any contribution, grant or loans in excess of Ten Thousand Dollars ($10,000.00) by the Corporation to any other organization or corporation other than the sole member Corporation; or

8. Organize or acquire, or authorize the organization or acquisition of, any subsidiary or affiliate of the Corporation ("affiliate" shall include any corporation, association, partnership, trust, joint venture or other entity directly or indirectly controlling, controlled by, or under common control with the Corporation).

ARTICLE XI.
DISSOLUTION

In the event of dissolution of the Corporation or the winding up of its affairs, or other liquidation of its assets, the Corporation's property shall be conveyed or distributed to B R C H Corporation if, at the time of such conveyance or distribution, B R C H Corporation qualifies as an exempt organization under Section 501(C)(3) of the Internal Revenue Code of 1986, as amended (or the corresponding provision of any future United States Internal Revenue Law), or, if it does not so qualify, or is not then in existence, to such organization or organizations created and operated for non-profit purposes similar to those of the Corporation as shall be designated by the Board of Trustees of the Corporation, so long as such organization or organizations at the time of such conveyance or distribution qualifies as an exempt organization or organizations under Section 501(C)(3) of the Internal Revenue Code of 1986, as amended (or the corresponding provision of any future United States Internal Revenue Law).

IN WITNESS WHEREOF, B R C H Foundation, Inc. has caused these Second Amended and Restated Articles of Incorporation to be signed by its President in its name and its Corporate Seal to be affixed hereto and attested by its Assistant Secretary, this 2nd day of February, 1998.

ATTEST:

Vonnie Lou Gutzeit
Vonnie Lou Gutzeit, Assistant Secretary

B R C H FOUNDATION, INC.,
a Florida not for profit corporation

By: Randolph J. Pierce
Randolph J. Pierce, President

(SEAL)

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