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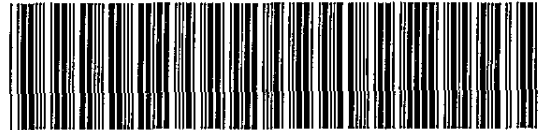
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Am Restated
\$100
4/13/04



Winter Haven Hospital

Caring for our Community

Lance W. Anastasio
President

April 12, 2004

Federal Express

Department of State
Division of Corporation
409 East Gaines Street
Tallahassee, FL 32399

To Whom It May Concern:

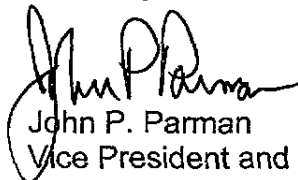
Enclosed are the *Amended and Restated Articles of Incorporation of Mid-Florida Medical Services Foundation, Inc.* (A Corporation Not for Profit). Please file these Articles, upon receipt, with the Department of State. Please forward the filed copy to:

John P. Parman, Vice President and General Counsel
Winter Haven Hospital
200 Avenue F, Northeast
Winter Haven, FL 33881

Also, enclosed is Winter Haven Hospital's Check No. 15258 in the amount of Seventy Dollars and 00/100 (\$70.00) for the filing fee. If you have any questions, you may contact me at 863-292-4345.

Thank you for your assistance in this matter.

Sincerely,



John P. Parman
Vice President and General Counsel

JP/tf

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

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

This is to certify that the undersigned do hereby associate themselves as a body corporate not for profit under the laws of the State of Florida, 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 FOUNDATION, 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 thereat 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 the purpose of raising funds for charitable, medical, healthcare, scientific and educational purposes and in furtherance of such charitable, medical, healthcare, scientific and educational purposes, causes and objects now or at any time thereafter 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, Highlands and Hardee Counties in Florida and the inhabitants of the surrounding areas by the delivery of efficient and quality health care through involvement in various health care and related activities, the conduct of health planning, resources allocation among the Corporations which qualify for public charity status under Section 509 (a)(1) or (2) of the code and are controlled by Mid Florida Medical Services, Inc. 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 as a 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) (2) 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 be organized as a nonstock, membership Corporation.

6.1 QUALIFICATIONS

The Corporation shall have one member who shall be Winter Haven Hospital, Inc. ("Sole Member").

6.2 ADMISSION

The Sole Member shall be automatically admitted to membership upon the filing of these Amended and Restated Articles of Incorporation.

6.3 VOTING

With the exception of the election of members of the Board of Trustees as provided in Article VIII, Section 8.2 and amendments of the Corporation's Articles of Incorporation and Bylaws as provided in Article X hereof, the Member shall have no voting rights.

ARTICLE VII

SUBSCRIBERS

The name and address of the subscribers and incorporators are:

Richard Straughn	255 Magnolia Avenue, SW Winter Haven, FL 33880
Don Ingram	P.O. Box 7789 Winter Haven, FL 33883

ARTICLE VIII

TRUSTEES

8.1 NUMBER. The affairs of the Corporation are to be managed by a Board of Trustees consisting of at least nine (9) but not more than thirty one (31) members as shall from time to time be fixed by, or in the manner provided in, the Bylaws.

8.2 ELECTION AND TERM OF OFFICE. The Trustees of the Corporation shall be elected by the Officers of the Winter Haven Hospital, Inc. Board of Trustees at its annual meeting each year for staggered three (3) year terms. No Trustee shall serve more than two consecutive three year terms; however, a former Trustee shall again become eligible for Board membership following a lapse of one year after expiration of his last term of office.

The names, addresses, and terms of office of the Board of Trustees are:

<u>NAME</u>	<u>ADDRESS</u>	<u>TERM EXPIRES</u>
Richard Straughn	255 Magnolia Avenue, SW Winter Haven, FL 33880	October 2004

Don Ingram	P.O. Box 7789 Winter Haven, FL 33883	October 2006
J.M. Nolen	P.O. Box 1439 Winter Haven, FL 33882	October 2006
Charles McPherson	P.O. Box 32036 Lakeland, FL 33802-2036	October 2006
William Burns	P.O. Box 832 Mountain Lake Lake Wales, FL 33859-0832	October 2004
Richard Dantzler	P.O. Box 192 Winter Haven, FL 33882	October 2006
John Gray, Jr.	202 Security Square Winter Haven, FL 33880	October 2005
Sam Hart	114 N. Tennessee Avenue Lakeland, FL 33801-4659	October 2005
Lynn Oakley	124 Wyndham Drive Winter Haven, FL 33884	October 2006
Sam H. Killebrew	P.O. Box 5590 Lakeland, FL 33807-5590	October 2006
Ronald A. Morrow	1776 Sixth Street, NW Unit 510 Winter Haven, FL 33881	October 2004
Steve Saterbo	302 Progress Road Auburndale, FL 33823	October 2006
Larry Tucker	P.O. Drawer 2316 Winter Haven, FL 33883	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 VACANCIES. At any time that there is a vacancy on the Board of Trustees for any reason other than at regular annual elections, Officers of the Winter Haven Hospital, Inc. Board of Trustees may fill any such vacancy by election by simple majority.

8.5 POLITICAL OFFICE. 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.

ARTICLE X

BYLAWS

The Power to make, alter, amend, repeal or adopt the Bylaws of this Corporation shall be vested 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 and require approval of the Officers of the Winter Haven Hospital Inc. Board of Trustees.

ARTICLE XI

AMENDMENT OF ARTICLES OF INCORPORATION

The Articles of Incorporation of this Corporation shall be amended upon approval of such amendments by a two-thirds (2/3) majority of the Board present at two (2) regular or special meetings of the Board of Trustees of the Corporation at which a quorum is present, which meetings shall be held at not less than ten (10) day intervals and upon approval of such amendment by the Sole Member. Following the requisite approval, such amendments shall become operative from and after the date which they are filed and approved by the Department of State of Florida.

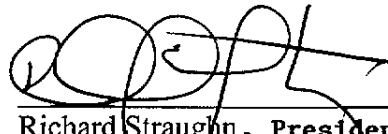
ARTICLE XII

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 Winter Haven Hospital, 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, in such manner, 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 which are organized and operated for such purpose.

IN WITNESS WHEREOF, the undersigned have signed this Certificate this 30 day of March, 2004.



Richard Straughn, President


Don Ingram, Vice President

STATE OF FLORIDA
COUNTY OF POLK

BEFORE ME, personally appeared RICHARD STRAUGHN and DON INGRAM, known to me to be the persons described in and who executed the foregoing Amended and Restated Articles of Incorporation, and they acknowledged before me that they executed same for the purposes therein expressed.

WITNESS my hand and official seal this 30 day of March, 2004.


(Notarial Seal)
Julie A. Kemp
MY COMMISSION # DD240279 EXPIRES
August 11, 2007
BONDED THRU TROY FAIR INSURANCE, INC


Notary Public
My commission expires:

CERTIFICATE OF DESIGNATION

REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of section 617.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is:

Mid Florida Medical Services Foundation, Inc.

2. The name and address of the registered agent and office is:

Lance Anastasio
200 Avenue F, Northeast
Winter Haven, FL 33881

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 as 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.

Lance Anastasio
Lance Anastasio

3-30-04
Date

STATE OF FLORIDA
COUNTY OF POLK

Before me personally appeared Lance Anastasio, a person well known to me, and created this Certificate of Designation Registered Agent/Registered Office.

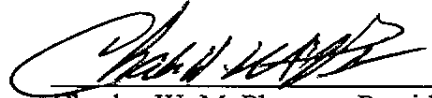
WITNESS my hand and official seal this 30th day of March, 2004.



Lucille Whitehead
Notary Public

APPROVAL OF SOLE MEMBER

Mid-Florida Medical Services, Inc. is the Sole member of Mid-Florida Medical Services Foundation, Inc. Mid-Florida Medical Services, Inc. approved these Amended and Restated Articles of Incorporation at its meeting held on the 30th day of March, 2004.



Charles W. McPherson, President



Mark Bostick, Secretary

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA