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AUTHORIZATION : Patricia Pzyut
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FILED
97 JUN -3 PM 2:32
SECRETARY OF STATE
TALLAHASSEE FLORIDA

ORDER DATE : June 3, 1997

ORDER TIME : 9:40 AM

ORDER NO. : 413216-005

000002199880--2

CUSTOMER NO: 166357A

Amend

CUSTOMER: Ms. Alyson Serell
Mount Sinai Medical Center
4300 Alton Road

Miami, FL 33140

DOMESTIC AMENDMENT FILING

NAME: MOUNT SINAI-ST. FRANCIS
NURSING AND REHABILITATION
CENTER, INC.

EFFECTIVE DATE:

6/3/97

ARTICLES OF AMENDMENT
XX RESTATED ARTICLES OF INCORPORATION

DSH

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING

CERTIFIED COPY
XX PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

DSH

CONTACT PERSON: Todd Sterzoy

EXAMINER'S INITIALS:

RECEIVED
97 JUN -3 AM 10:48
DIVISION OF CORPORATION

**ARTICLES OF AMENDMENT
TO
THE SECONDED AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
MOUNT SINAI-ST. FRANCIS NURSING AND REHABILITATION CENTER, INC.
(A Florida Not-for-Profit Corporation)**

97 JUN -3 PM 2:32
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned President, for the purpose of amending the Second Amended and Restated Articles of Incorporation of Mount Sinai-St. Francis Nursing and Rehabilitation Center, Inc., a Florida not-for-profit corporation (the "Corporation"), hereby certifies pursuant to Section 617.1007 of the Florida Not-For-Profit Corporation Act that:

1. The name of the Corporation is Mount Sinai-St. Francis Nursing and Rehabilitation Center, Inc.

2. Article II, Section 1(a), Section 2(a) and Section 2(b)(iv) of the Seconded Amended and Restated Articles of Incorporation of the Corporation are amended in their entirety to read as follows:

**ARTICLE II
PURPOSES & POWERS**

Section 1. Purposes

(a) The exclusive purpose of the Corporation is to receive and administer funds and property for scientific, educational and charitable purposes within the meaning of Section 501(c)(3) of the United States Internal Revenue Code of 1986, as amended (the "Code").

Section 2. Powers

(a) This Corporation shall have all the powers of a natural person and as provided by law, subject only to limitations imposed by these Articles, the Bylaws of this Corporation and applicable laws. Notwithstanding any such powers, or any other provision of these Articles, this Corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from Federal income tax under Section 501(c)(3) of the Code, or (b) by a corporation contributions to which are deductible under Section 170(c)(2) of the Code.

(b)(iv) Notwithstanding any other provision of these Articles, upon the dissolution of the Corporation, the Members shall, after paying or making provision for the payment of all the liabilities of the Corporation, dispose of all the assets of the Corporation to ST. FRANCIS MEDICAL AND HEALTH CARE SERVICES, INC., a Florida not-for-profit corporation ("St. Francis"), and to MOUNT SINAI MEDICAL CENTER OF GREATER MIAMI, INC., a Florida not-for-profit corporation ("Mount Sinai"), in accordance with the Bylaws of the Corporation, or, if

exempt from Federal income tax under Section 501(c)(3) of the Code, or (b) by a corporation contributions to which are deductible under Section 170(c)(2) of the Code.


(b)(iv) Notwithstanding any other provision of these Articles, upon the dissolution of the Corporation, the Members shall, after paying or making provision for the payment of all the liabilities of the Corporation, dispose of all the assets of the Corporation to ST. FRANCIS MEDICAL AND HEALTH CARE SERVICES, INC., a Florida not-for-profit corporation ("St. Francis"), and to MOUNT SINAI MEDICAL CENTER OF GREATER MIAMI, INC., a Florida not-for-profit corporation ("Mount Sinai"), in accordance with the Bylaws of the Corporation, or, if either corporation is not exempt from taxation under Section 501(c)(3) of the Code at the time of such disposition, then its share as set forth in any written agreement shall be distributed, in the case of St. Francis, in the discretion of the Franciscan Sisters of Allegheny, New York, Inc., a religious congregation of the Roman Catholic Church, and in the case of Mount Sinai, at the direction of its Board of Trustees, for one or more exempt purposes within the meaning of Section 501(c)(3) of the Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by the Circuit Court 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 said Court shall determine, which are organized and operated exclusively for such purposes.

FURTHER RESOLVED, that all actions taken on behalf of the Corporation by the Members in connection with the foregoing resolutions are hereby ratified, confirmed and approved in all respects.

IN WITNESS WHEREOF, the undersigned have executed this Unanimous Consent of the Members of the respective dates set forth opposite their respective signatures.

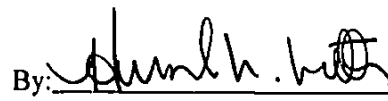
**MOUNT SINAI MEDICAL CENTER OF
GREATER MIAMI, INC.**

Date: June 2, 1997

By: 
Fred D. Hirt, President/CEO

**ST. FRANCIS MEDICAL AND HEALTH
CARE SERVICES, INC.**

Date: May 30, 1997

By: 
Howard W. Watts