

Return to: CSC
201 Hays Street
Tallahassee, FL 32301

N20534

ACCOUNT NO. : 072100000032

REFERENCE : 834902 - 166357A

AUTHORIZATION

COST LIMIT : \$ 35.00

Patricia Piggott

ORDER DATE : May 28, 1998

ORDER TIME : 11:34 AM

ORDER NO. : 834902-005

4000002539354--3

CUSTOMER NO. : 166357A

CUSTOMER: Alyson Osman, Esq
Mount Sinai Medical Center
4300 Alton Road

Miami, FL 33140

DOMESTIC AMENDMENT FILING

NAME: MS-HHA II, INC.

EFFECTIVE DATE:

XX ARTICLES OF AMENDMENT
 RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Stacy L Earnest

EXAMINER'S INITIALS:

RECEIVED
98 MAY 28 PM 1:12
DIVISION OF CORPORATION
TALLAHASSEE, FLORIDA
SECRETARY OF STATE
98 MAY 28 PM 4:04
FILED

6/1

Jon Earnest



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

May 29, 1998

CSC
STACY
TALLAHASSEE, FL

SUBJECT: MS-HHA II, INC.
Ref. Number: N20534

RESUBMIT
Please give original
submission date as file date.

We have received your document for MS-HHA II, INC. and the authorization to debit your account in the amount of \$35.00. However, the document has not been filed and is being returned for the following:

The document must be signed by the chairman or any vice chairman of the board of directors, or by the president or any other officer of the corporation whose articles of incorporation are being amended. The individual signing this document is signing on behalf of another entity.

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) 487-6957.

Joy Moon-French
Corporate Specialist

Letter Number: 898A00030184

RECEIVED
98 MAY 29 PM 4: 05
DIVISION OF CORPORATION

**ARTICLES OF AMENDMENT
TO
THE AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
MS-HHA II, INC.**

FILED
98 MAY 28 PM 4:04
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

(A Florida Not-for-Profit Corporation)

The undersigned for the purpose of amending the Amended and Restated Articles of Incorporation of MS-HHA II, 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 MS-HHA II, INC.
2. Article II of the Amended and Restated Articles of Incorporation of the Corporation is amended in its entirety to read as follows:

ARTICLE II

The Corporation is organized as a not-for-profit nonstock corporation to support Mount Sinai Medical Center of Florida, Inc. for the provision of the following:

(a) To establish, operate, manage, and/or furnish home health services for the care of persons suffering from illnesses and disabilities.

(b) To provide quality home health patient care as an alternative to in-patient hospitalization and treatment and institutionalization.

(c) To promote, provide, and/or otherwise obtain home health services for the sick or infirm, including those served by Medicare and other governmental health care programs, such home health service to include any and all related forms of medical and ancillary goods and services.

(d) To conduct any and all lawful affairs and business for which corporations may be organized and operated under the Florida Not-For-Profit Corporation Act.

3. Article VI of the Amended and Restated Articles of Incorporation of the Corporation is amended in its entirety to read as follows:

ARTICLE VI

No part of the net earnings of the Corporation shall inure to the benefit of or be distributable to the Corporation's Directors, officers or private individuals, but the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered or expenses incurred and to make payments and distributions in furtherance of the purposes set forth in Article II hereof.

4. Article VII of the Amended and Restated Articles of Incorporation of the Corporation is amended in its entirety to read as follows:

ARTICLE VII

It is intended that this Corporation shall have the status of a corporation which is exempt from Federal income taxation under Section 501(a) of the Code as an organization described in Section 501(c)(3) of the Code, and which is other than a private foundation by reason of being described in Section 509(a)(3) of the Code. The Corporation supports Mount Sinai Medical Center of Florida, Inc., the supported organization, which is exempt within the meaning of section 501(c)(3) of the Internal Revenue Code of 1986. These Articles shall be construed accordingly, and all powers and activities of the Corporation shall be limited accordingly. The Corporation shall not carry on propaganda or otherwise attempt to influence legislation to such extent as would result in loss of its exemption from Federal income tax under Section 501(c)(3) of the Code. Further, the Corporation shall not participate in or intervene in (including the publishing or distributing of statements) any political campaigns on behalf of or in opposition to any candidate for public office. The term of the Corporation shall be perpetual.

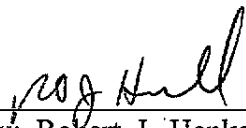
5. Article IX of the Amended and Restated Articles of Incorporation of the Corporation is amended in its entirety to read as follows:

ARTICLE IX

Upon the dissolution of the Corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code of 1986, or corresponding section of any future federal tax code, or shall be distributed to the Federal, state or local government for a public purpose. Any assets not so disposed of shall be disposed of by the Court of Common Pleas, of the county in which the principal office of the Corporation is then located, exclusively for such purposes.

5. The foregoing amendments were adopted by the sole Member of the Corporation by Written Consent dated as of May 27, 1998 and the number of votes cast for the foregoing amendments was sufficient for approval.

MS-HHA II, INC.


By: Robert J. Henkel, President

Prepared By: Alyson R. Osman, Esq.
Florida Bar No. 0897050
4300 Alton Road
Miami Beach, Florida 33140