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TALLAHASSEE 222-3533

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CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

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(Corporation Name) (Document #)
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NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input checked="" type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

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AMENDED AND RESTATED ARTICLES OF INCORPORATION OF
THE HEART INSTITUTE AT TALLAHASSEE MEMORIAL, INC.

The undersigned, a citizen of the United States, hereby files these Amended and Restated Articles of Incorporation of the Heart Institute at Tallahassee Memorial, Inc. (the "Corporation") under the laws of the State of Florida.

ARTICLE I

Name

The name of this Corporation is hereby amended to TALLAHASSEE MEMORIAL
HEART AND VASCULAR INSTITUTE, INC.

ARTICLE II

Purpose

This Corporation is organized not for profit and the objects and purposes to be exclusively transacted and carried on are:

1. To receive and maintain real or personal property, or both, and, subject to the restrictions and limitations hereinafter set forth, to use and apply the whole or any part of the income therefrom and the principal thereof exclusively for charitable or educational purposes either directly or by contributions to or support of organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code and Regulations issued pursuant thereto as they now exist or as they may hereafter be amended.
2. No part of the earnings of the Corporation shall inure to the benefit of any Member, Director or Officer of the Corporation, or any other person (except that the Corporation may pay reasonable compensation for services rendered to or on behalf of the Corporation and make other payments and distributions in furtherance of one or more of its purposes), and no

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Member, Director or Officer of the Corporation, or any other person shall be entitled to share in the distribution of any of the corporate assets upon dissolution of the Corporation.

3. No substantial part of the activities of the Corporation shall be the carrying on of propaganda or otherwise attempting to influence legislation. The Corporation shall not participate, directly or indirectly, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. The Corporation shall not have the objectives nor engage in activities which would characterize it as an "action organization" as defined in Treas. Reg. 501(c)(3)-1(c)(3), as it now exists or may hereafter be amended.

4. Notwithstanding any other provisions of these Articles, the Corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by (1) an organization exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, and Treasury Regulations thereunder as they now exist or as they may be hereafter amended, or (2) by any organization, contributions to which are deductible under Section 170(c)(2) of such Code and Treasury Regulations thereunder as they now exist or they may hereafter be amended.

5. The Corporation shall, if required, distribute its income for each taxable year at such time and in such manner as not to become subject to tax on undistributed income imposed by Section 4942 of the Internal revenue Code of 1985, or corresponding provisions of any subsequent federal tax laws.

6. The Corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code of 1986, or corresponding provision of any subsequent

federal tax laws.

7. The Corporation shall not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws.

8. The Corporation shall not make any investments in such manner as to subject it to tax under Section 4944 of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws.

9. The Corporation shall not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws.

10. Upon the dissolution of the Corporation or the winding up of its affairs, all of the assets of the Corporation shall be distributed exclusively to Tallahassee Memorial HealthCare, Inc., if it qualifies at such time as an exempt organization under Section 501(c)(3) of the Internal Revenue Code and, if not, to an organization organized and operated exclusively for charitable, scientific, or educational purposes which then qualifies as an exempt organization under Section 501(c)(3) of the Internal Revenue Code and Treasury Regulations as the Directors may direct. Any such assets not so disposed of shall be disposed of by the Circuit Court of the Second Judicial Circuit, in and for Leon County, Florida, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE III

Powers

In order to accomplish the purposes and to attain the objects for which this Corporation is formed and for which the funds and property of this Corporation shall be handled, administered, operated and distributed as hereinabove set forth, the Corporation, its Officers and Directors, shall possess and exercise all powers, authorities and privileges granted by and under the laws of the State of Florida not inconsistent with the requirements for exemption under Section 501(c)(3) of the Internal Revenue Code of 1986 and Treasury Regulations as they now exist or as they may hereafter be amended and including, but not by way of limitation, the following powers, authorities and privileges:

1. To accept, acquire, receive, take and hold by bequest, devise, grant, gift, purchase, exchange, lease, transfer, judicial order or decree, or otherwise, for any of its objects and purposes, any property, both real and personal, of whatever kind, nature or description and wherever situated.

2. To sell, exchange, convey, mortgage, lease, transfer, or otherwise dispose of any such property, both real and personal as the objects and purposes of the Corporation may require, subject to such limitations as may be prescribed by law.

3. To borrow money and from time to time, make, accept, endorse, execute and issue bonds, debentures, promissory notes, bills of exchange, and other obligations of the Corporation for monies borrowed or in payment for property acquired or for any of the other purposes of the Corporation, and to secure the payment of any such obligations by mortgage, pledge, deed, indenture, agreement, or any other instrument of trust, or by other lien upon, assignment of or

agreement in regard to all or any part of the property, rights, or privileges of the Corporation wherever situated, whether now owned or hereafter to be acquired.

4. To invest and reinvest its funds in such stock, common or preferred, bonds, debentures, mortgages, land and other real estate, or in such other securities and property as its Board of Directors shall deem advisable, subject to the limitations and conditions contained in any bequest, devise, grant or gift, provided such limitations and conditions are not in conflict with the provisions of Section 501(c)(3) of the Internal Revenue Code and its regulations as they now exist or as they may hereafter be amended.

5. In general, and subject to such limitations and conditions as are or may be prescribed by law, to exercise such other powers which now are or hereafter may be conferred by law upon a corporation organized for the purposes hereinabove set forth, or necessary or incidental to the powers so conferred, or conducive to the attainment of the purposes of the Corporation, subject to further limitation and condition that, notwithstanding any other provisions of these Articles, only such powers shall be exercised as are in furtherance of the Federal income tax exempt purposes of the Corporation and as may be exercised by an organization exempt under Section 501(c)(3) of the Internal Revenue Code and its Treasury Regulations as they now exist or as they may hereafter be amended and by an organization, contributions to which are deductible under Section 170(c)(2) of such Code and Regulations as they now exist or as they may hereafter be amended.

ARTICLE IV

Registered Office and Registered Agent

The location of the Corporation's principal place of business is 1300 Miccosukee Road,

Tallahassee, Florida 32308. The name of the Corporation's Registered Agent and address are E. Murray Moore, Jr. at 215 South Monroe Street, Second Floor, Tallahassee, Florida 32301. The Board of Directors may, from time to time, move the Registered Office to any other street address in Florida or change the Corporation's Registered Agent.

ARTICLE V

Members

The categories and qualifications for membership in the Corporation shall be as provided in the Bylaws of the Corporation, as amended from time to time.

ARTICLE VI

Term of Corporate Existence

The term for which this Corporation shall exist is perpetual.

ARTICLE VII

Officers

The Corporation shall have a President, Vice-President, Secretary and Treasurer and may have additional and assistant officers, including without limitation thereto, Chairman of the Board and others. A person may hold more than one office. Officers shall be elected by the Board of Directors on an annual basis as provided in the Bylaws.

ARTICLE VIII

Directors

The Board of Directors shall consist of not less than five (5) and not more than fifteen (15) persons. The number of Directors may be changed from time to time by amendment to these Articles of Incorporation and the Bylaws. The Directors shall be nominated and elected

according to procedures established by the Bylaws of the Corporation to serve a term as determined by the Bylaws. Two members of the Corporation's Board of Directors shall be appointed by the Board of Directors of Tallahassee Memorial HealthCare, Inc. The remaining Directors shall be Members of the Corporation and shall be nominated as provided in the Bylaws and elected by the Members of the Corporation; provided, however, that at least four (4) of the remaining Directors' seats shall be filled by Board Certified Cardiologists; at least two (2) seats will be filled by fully trained or appropriately credentialed physicians; at least two (2) seats will be filled by Board Certified Thoracic and Cardiovascular Surgeons; at least one (1) seat will be filled by a Board Certified Vascular Surgeon; and at least one (1) seat will be filled by a Board Certified Interventional Radiologist. Any directors may be removed from office at any time with or without cause by an affirmative vote of seventy-five (75%) of the members of the Board of Directors and submitted to and approved by an affirmative vote of the majority of the members of the Corporation entitled to vote, provided that a successor director with appropriate credentials as required under these Articles and the Bylaws is elected to serve in his or her stead.

ARTICLE IX

Transactions in which Members, Directors and Officers are Interested

1. No contract or transaction between the Corporation and one or more of its Members, Directors or Officers, or between the Corporation and any other organization in which one or more of its Members, Directors or Officers are Members, Directors or Officers, or have a financial interest, shall be void or voidable solely for this reason, or solely because the Member, Director or Officer is present at or participates in the meeting of the Board or committee thereof which authorizes the contract or transaction, or solely because his or their votes are counted for

such purpose if:

(a) The fact of such relationship or interest is disclosed or known to the Board of Directors or the committee which authorizes the contract or transaction by a vote or consent sufficient for the purpose without counting the votes or consent of such interested Directors; or

(b) The contract or transaction is fair and reasonable as to the Corporation as of the time it is authorized by the Board of Directors or a committee thereof.

2. Common or interested Directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors or a committee which authorizes, approves or ratifies such contract or transaction.

ARTICLE X

Indemnification of Members, Directors or Officers

(a) The Corporation hereby indemnifies any director or officer made a party or threatened to be made a party to any threatened, pending or completed action, suit or proceeding:

(1) Whether civil, criminal, administrative, or investigative, other than an action, suit or proceeding by or in the right of the Corporation to procure a judgment in its favor, brought to impose a liability or penalty on such person for an act alleged to have been committed by such person in his capacity as director, officer, employee or agent of the Corporation or in his capacity as director, officer, employee or agent of any other corporation, partnership, joint venture, trust or other enterprise which he served at the request of the Corporation, against judgments, fines, amounts paid in settlement and expenses, including attorneys' fees actually and reasonably incurred as a result of such action, suit or proceeding or any appeal thereof, if such

person acted in good faith in the reasonable belief that such action was in or not opposed to the best interests of the Corporation, and in criminal actions or proceedings, without reasonable ground for belief that such action was unlawful. The termination of any such action, suit or proceeding by judgment, order, settlement, conviction or upon a plea of nolo contendere or its equivalent shall not in itself create a presumption that any such director or officer did not act in good faith in the reasonable belief that such action was in or not opposed to the best interests of the Corporation or that he had reasonable grounds for belief that such action was unlawful.

(2) By or in the right of the Corporation to procure a judgment in its favor by reason of such person's being or having been a director, officer, employee, or agent of the Corporation, or by reason of such person's serving or having served at the request of the Corporation as a director, officer, employee or agent of any other corporation, partnership, joint venture, trust or other enterprise, against any expenses, including attorneys' fees, actually and reasonably incurred by him in connection with the defense or settlement of such action or suit, including any appeal thereof, if such person acted in good faith in the reasonable belief that such action was in or not opposed to the best interests of the Corporation, except that such person shall not be entitled to indemnification in relation to matters as to which such person has been adjudged to have been guilty of gross negligence or willful misconduct in the performance of his duties to the Corporation.

(b) Any indemnification under Paragraph (a) shall be made by the Corporation only as authorized in the specific case upon a determination that amounts for which a director or officer seeks indemnification were properly incurred and that such director or officer acted in good faith and in a manner he reasonably believed to be in or not opposed to the best interests of

the Corporation, and that, with respect to any criminal action or proceeding, he had no reasonable ground for belief that such action was unlawful. Such determination shall be made either (1) by the Board of Directors by a majority vote of a quorum consisting of directors who were not parties to such action, suit or proceeding, or if a quorum of disinterested directors so directs, by independent legal counsel in a written opinion; or (2) if such quorum is not obtainable by the members by a majority vote of a quorum consisting of members who were not parties to such action, suit or proceeding; or (3) if such quorum is not obtainable by either the Board of Directors or members, by independent legal counsel in a written opinion. In the event such determination is made by independent legal counsel, the written opinion of counsel shall be submitted to the Board of Directors and be incorporated into the minutes prior to the indemnification.

(c) The Corporation shall be entitled to assume the defense of any person seeking indemnification pursuant to the provision of Subparagraph (a)(1) above upon a preliminary determination by the Board of Directors that such person has met the applicable standards of conduct set forth in Subparagraph (a)(1) above, and upon receipt of an undertaking by such person to repay all amounts expended by the Corporation in such defense, unless it shall be ultimately determined that such person is entitled to be indemnified by the Corporation as authorized in this paragraph. If the Corporation elects to assume the defense, such defense shall be conducted by counsel chosen by it and not objected to in writing for valid reasons by such person. In the event that the Corporation elected to assume the defense of any such person and retain such counsel, such person shall bear the fees and expenses of any additional counsel retained by him, unless there are conflicting interests as between the Corporation and such

person, or conflicting interests between or among such person and other parties represented in the same action, suit or proceeding by such counsel retained by the Corporation, that are, for valid reasons, objected to in writing by such person, in which case the reasonable expenses of such additional representation shall be within the scope of the indemnification intended if such person is ultimately determined to be entitled thereto as authorized in this Paragraph.

(d) The foregoing rights of indemnification shall not be deemed to limit in any way the power of the Corporation to indemnify under any applicable law.

ARTICLE XI

By-Laws


The Board of Directors shall adopt By-Laws for the Corporation. The By-Laws may be amended, altered, or rescinded only in the manner as provided by the By-Laws.

ARTICLE XII

Amendment to Articles of Incorporation

These Articles of Incorporation may be amended only by recommendation of the Board of Directors upon an affirmative vote of seventy-five percent (75%) of all of the members of the Board of Directors and adopted at a special meeting of the membership by an affirmative vote of the majority of the members of the Corporation present at such meeting. Those Articles, however, pertaining to dissolution of the Corporation, shall not be amended in such a way as to allow or cause any Member, Director or Officer of the Corporation or any other person to share in any of the Corporation's assets. Amendments shall be filed with the Department of State of the State of Florida for approval.

IN WITNESS WHEREOF, the undersigned, being the President of the Corporation, has hereunto
set his hand and seal this 15 day of Oct, 1998.



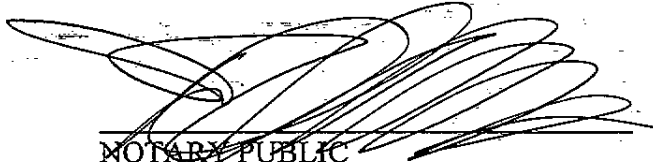
Thomas Bixler, M.D., President

STATE OF FLORIDA

COUNTY OF LEON

I HEREBY CERTIFY that on this day personally appeared before me, the undersigned
authority, Thomas Bixler, M.D., to me well known to be the person who executed the foregoing
instrument and acknowledged before me that he executed the same freely and voluntarily for the
uses and purposes therein set forth and expressed.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on this 15th day
of October, 1998.



NOTARY PUBLIC

Danise Thompson

Print or Type Name

My Commission Expires:

**CERTIFICATE REGARDING BOARD APPROVAL OF
AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF THE HEART INSTITUTE AT TALLAHASSEE MEMORIAL, INC.**

The undersigned hereby certifies the following:

1. The name of the Corporation is The Heart Institute at Tallahassee Memorial, Inc..
2. The text of each amendment adopted is as follows:

Article I of the Articles of Incorporation is amended as follows:

The name of this corporation shall be Tallahassee Memorial Heart and Vascular Institute, Inc.
(hereinafter referred to as the "Corporation").

Article II, Paragraph 10 of the Articles of Incorporation is amended to change the name
of Tallahassee Memorial Regional Medical Center, Inc. to Tallahassee Memorial HealthCare,
Inc.

Article IV of the Articles of Incorporation is amended as follows:

The location of the Corporation's principal place of business is 1300 Miccosukee Road,
Tallahassee, Florida 32308. The name of the Corporation's Registered Agent is E. Murray
Moore, Jr. The Registered Office address is at 215 South Monroe Street, Second Floor,
Tallahassee, Florida 32301. The Board of Directors may, from time to time, move the
Registered Office to any other street address in Florida or change the Corporation's Registered
Agent.

Article V of the Articles of Incorporation is amended as follows:

The categories and qualifications for membership in the Corporation shall be as provided
in the Bylaws of the Corporation, as amended from time to time.

Article VII of the Articles of Incorporation is amended as follows:

The Corporation shall have a President, Vice-President, Secretary and Treasurer and may

have additional and assistant officers, including without limitation thereto, Chairman of the Board and others. A person may hold more than one office. Officers shall be elected by the Board of Directors on an annual basis as provided in the Bylaws.

Article VIII of the Articles of Incorporation has been deleted.

Article IX of the Articles of Incorporation has been renumbered as Article VIII and amended as follows:

The Board of Directors shall consist of not less than five (5) and not more than fifteen (15) persons. The number of Directors may be changed from time to time by amendment to these Articles of Incorporation and the Bylaws. The Directors shall be nominated and elected according to procedures established by the Bylaws of the Corporation to serve a term as determined by the Bylaws. Two members of the Corporation's Board of Directors shall be appointed by the Board of Directors of Tallahassee Memorial HealthCare, Inc. The remaining Directors shall be Members of the Corporation and shall be nominated as provided in the Bylaws and elected by the Members of the Corporation; provided, however, that at least four (4) of the remaining Directors' seats shall be filled by Board Certified Cardiologists; at least two (2) seats will be filled by fully trained or appropriately credentialed physicians; at least two (2) seats will be filled by Board Certified Thoracic and Cardiovascular Surgeons; at least one (1) seat will be filled by a Board Certified Vascular Surgeon; and at least one (1) seat will be filled by a Board Certified Interventional Radiologist. Any directors may be removed from office at any time with or without cause by an affirmative vote of seventy-five (75%) of the members of the Board of Directors and submitted to and approved by an affirmative vote of the majority of the members of the Corporation entitled to vote, provided that a successor director with appropriate credentials as required under these Articles and the Bylaws is elected to serve in his or her stead.

Article X of the Articles of Incorporation has been deleted.

Article XI of the Articles of Incorporation has been renumbered as Article IX.

Article XII of the Articles of Incorporation has been renumbered as Article X.

Article XIII of the Articles of Incorporation has been renumbered as Article XI.

Article XIV of the Articles of Incorporation has been renumbered as Article XII and amended as follows:

These Articles of Incorporation may be amended only by recommendation of the Board of Directors upon an affirmative vote of seventy-five percent (75%) of all of the members of the Board of Directors and adopted at a special meeting of the membership by an affirmative vote of the majority of the members of the Corporation present at such meeting. Those Articles, however, pertaining to dissolution of the Corporation, shall not be amended in such a way as to allow or cause any Member, Director or Officer of the Corporation or any other person to share in any of the Corporation's assets. Amendments shall be filed with the Department of State of the State of Florida for approval.

Article XV of the Articles of Incorporation has been deleted.

3. These Amended and Restated Articles of Incorporation contain amendments to the Articles of Incorporation of the Corporation which do require member approval; the number of votes cast was sufficient for approval which was obtained from the members by November 15, 1998; the Board of Directors of the Corporation duly adopted and recommended to the membership these Amended and Restated Articles of Incorporation and the amendments contained therein on or about September 16, 1998.

4. These Amended and Restated Articles of Incorporation have been duly approved by the Board of Directors of The Heart Institute at Tallahassee Memorial, Inc. in accordance with

the Articles of Incorporation and the By-Laws of the Corporation.

BY: 
THOMAS BIXLER, II, M.D.

ITS: PRESIDENT

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