



THE UNITED STATES
CORPORATION
COMPANY

N47463

ACCOUNT NO. : 072100000032

REFERENCE : 103225 7132640

AUTHORIZATION :

COST LIMIT :

Patricia Pizant

ORDER DATE : January 19, 1999

ORDER TIME : 12:01 PM

ORDER NO. : 103225-045

CUSTOMER NO: 7132640

CUSTOMER: Mr. Dale S. Webber
Buchanan Ingersoll, P.c.
Suntrust Financial Center
401 E. Jackson Street, #2500
Tampa, FL 33602

800002746348--0

DOMESTIC AMENDMENT FILING

NAME: WOMEN'S HEALTH SERVICES, INC.

EFFECTIVE DATE:

XX ARTICLES OF AMENDMENT
 RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Jeanine Reynolds

EXAMINER'S INITIALS:

FILED
99 JAN 19 PM 4:21
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECEIVED
99 JAN 19 PM 12:47
DIVISION OF CORPORATIONS
1/19

AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
WOMEN'S HEALTH SERVICES, INC.

FILED
99 JAN 19 PM 4: 21
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to Sections 617.002 and 617.1007(4) of the Florida Statutes, the Members of Women's Health Services, Inc. have amended and restated the Articles of Incorporation of said corporation, in their entirety, and pursuant to Section 617.1007 of the Florida Statutes, have adopted the following Amended and Restated Articles of Incorporation.

ARTICLE I. NAME

The name of the Corporation is Women's Health Services, Inc.

ARTICLE II. PURPOSES

This Corporation is organized not for profit and is organized and shall be operated exclusively for the purposes described in Section 501(c)(3) of the Internal Revenue Code of 1986 (the "Code"), as amended, and the objects and purposes to be exclusively transacted and carried on are:

a. To further, promote and support the benevolent, charitable, scientific, religious and educational activities of Catholic Health East ("CHE"), or of any public charitable corporation carrying on the works of, originally founded by, or supported by CHE or the Corporation, provided that such organizations qualify as exempt organizations under Section 501(c)(3) of the Code, as amended;

b. To solicit and raise funds and endowments, and to receive by way of gift, purchase, grant, devise, will or otherwise, property, real, personal or mixed, and to hold, use, maintain, lease, donate, pledge, encumber, sell, convey and otherwise dispose of all such property in the furtherance of the mission and purposes of this Corporation in conformity with the Articles of Incorporation and the reservation of powers in the Bylaws;

c. To enhance the quality of life and benefit the inhabitants of the community served by the Corporation by the promotion of efficient and quality health care;

d. To itself operate exclusively for charitable, scientific, religious and educational purposes;

e. To support the operations of St. Mary's Hospital, Inc., a Florida not-for-profit corporation exempt from taxation under Section 501(c)(3) of the Code; and

f. To provide such support through the operation of such facilities and services as may be beneficial to the fulfillment of the religious, charitable, scientific and educational purposes of St. Mary's Hospital, Inc.

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 Members, Trustees, and Officers, shall possess and exercise all powers, authorities and privileges granted by and allowed under the laws of the State of Florida, subject to the limitation and condition that, notwithstanding any other provision 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 Code, as amended, and Treasury Regulations thereunder as they now exist or as may be hereafter amended, and by an organization, contributions to which are deductible under Sections 170(c)(2) and 2055(a) of such Code and Treasury Regulations thereunder as they now exist or as may be hereafter amended.

ARTICLE IV. LIMITATION ON ACTIVITIES

Section 1. No part of the earnings of the Corporation shall inure to the benefit of any Member (unless such Member is exempt from taxation under Section 501(c)(3) of the Code, as amended), Trustee, 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 Member (unless such Member is exempt from taxation under Section 501(c)(3) of the Code, as amended), Trustee or Officer of the Corporation, or any other person shall be entitled to share in the distribution of any of the corporate assets on dissolution or liquidation of the Corporation. The Corporation shall pay no dividends.

Section 2. 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. No substantial part of the activities of the Corporation shall consist of carrying on propaganda or otherwise attempting to influence legislation, except to the extent permitted by Section 501(h) of the Code.

Section 3. Notwithstanding any other provision of these Articles, the Corporation shall

not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt from Federal income tax under Section 501(c)(3) of the Code, as amended, and Treasury Regulations thereunder as they now exist or as they may be hereafter amended, or by any organizations, contributions to which are deductible under Sections 170(c)(2) and 2055(a) of such Code and Treasury Regulations thereunder, as they now exist or may be hereafter amended.

Section 4. Upon any dissolution or liquidation of this Corporation, its assets remaining after all debts and expenses have been paid or provided for shall be distributed pursuant to a plan of distribution to one or more organizations qualifying as an exempt organization pursuant to Section 501(c)(3) of the Code, as amended, in accordance with Article XIV hereof.

ARTICLE V. TERM OF EXISTENCE

The Corporation shall have perpetual existence.

ARTICLE VI. MEMBERSHIP

Section 1. The Corporation shall have as its Members, two (2) not-for-profit corporations, referred to herein as Members.

Section 2. The Members shall be divided into two (2) categories, one (1) being referred to as the General Member and the other being referred to as the Limited Member.

Section 3. Unless changed by an amendment to these Amended and Restated Articles of Incorporation, the Members shall be as follows:

- a. The General Member shall be St. Mary's Ancillary Services, Inc. ("ASI"),

a Florida not-for-profit corporation (the "General Member"); and

b. The Limited Member shall be Intracoastal Health Systems, Inc. ("IHS"), a Florida not-for-profit corporation (the "Limited Member").

Section 4. The Members shall be automatically admitted to membership upon the filing of these Amended and Restated Articles of Incorporation.

ARTICLE VII. BOARD OF TRUSTEES

Section 1. The business and affairs of this Corporation shall be managed by a Board of Trustees, whose members are referred to herein as Trustees.

Section 2. The number of Trustees of the Corporation shall be not less than three (3) nor more than nine (9). The number may be changed from time to time as provided in the Bylaws.

Section 3. Trustees shall be appointed, removed and hold office as provided in the Bylaws.

ARTICLE VIII. OFFICERS

Section 1. The officers of the Corporation shall include a President, a Secretary and a Treasurer. The Corporation may have additional officers, assistant officers and agents, including without limitation, one or more Senior, Assistant or other Vice-Presidents, an Assistant Secretary and an Assistant Treasurer.

Section 2. The officers shall be appointed, removed and hold office as provided in the Bylaws.

Section 3. The officers shall have such powers and responsibilities as provided in the

Bylaws.

ARTICLE IX. REGISTERED OFFICE AND REGISTERED AGENT:

PRINCIPAL PLACE OF BUSINESS

Section 1. The street address of the registered office of this Corporation is 1309 North Flagler Drive, West Palm Beach, FL 33401. The principal place of business address is 901 45th Street, West Palm Beach, FL 33407.

Section 2. The name of the registered agent of this Corporation located at the address of the registered office is Valerie Goodwin Larcombe.

ARTICLE X. CONDUCT OF AFFAIRS

The business and affairs of the Corporation shall be conducted in a manner consistent with the Ethical and Religious Directives for Catholic Health Care Services as promulgated by the United States Conference of Catholic Bishops, and in accordance with the provisions of these Amended and Restated Articles of Incorporation and the Bylaws of the Corporation.

ARTICLE XI. INDEMNIFICATION

Section 1. The Corporation hereby indemnifies its Member, any Trustee or Officer made a party, or threatened to be made a party, to any threatened, pending, or completed action, suit, or proceeding:

(a) 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 trustee, 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 reasonable expenses, including attorneys' fees actually and reasonably incurred as a result of such action, suit or proceeding or any appeal therein, if such person acted in good faith and 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 trustee 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 ground for belief that such action was unlawful.

(b) By or in the right of the Corporation to procure a judgment in its favor by reason of such persons being or having been a Member, Trustee or Officer of the Corporation, or by reason of such persons serving or having served at the request of the Corporation as a member, trustee, 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 in connection with an appeal therein, if such person acted in good faith and in the reasonable belief that such action was in or not opposed to the best interests of the Corporation. 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 duty to the Corporation.

Section 2. Any indemnification under paragraph 1 above shall be made by the Corporation only as authorized in the specific case upon a determination that amounts for which a Member, Trustee or Officer seeks indemnification were properly incurred and that such Member, Trustee, 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 by the Board of Trustees by a majority vote of a quorum consisting of Trustees who were not parties to such action, suit or proceeding. In the event that all of the Board of Trustees are parties to such action, suit or proceeding, such determination shall be made by independent legal counsel in a written opinion.

Section 3. The Corporation shall be entitled to assume the defense of any person seeking indemnification pursuant to the provisions of paragraph 1(a) above upon a preliminary determination by the Board of Trustees that such person has met the applicable standard of conduct set forth in paragraph 1(a) above, and upon receipt of an undertaking by such person to repay all amounts expended by the Corporation in such defense, unless it shall ultimately be determined that such person is entitled to be indemnified by the Corporation as authorized in this Article. If the Corporation elects to assume the defense, such defense shall be conducted by counsel chosen by it and not object to in writing for valid reasons by such person. In the event

the Corporation elects 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 Article.

Section 4. The foregoing rights of indemnification shall not be deemed to limit in any way the powers of the Corporation to indemnify under applicable law.

ARTICLE XII. BYLAWS

The power to adopt, amend or repeal Bylaws for the Corporation shall be vested only in the Limited Member, and shall be exercisable only as specifically provided for in the Bylaws of this Corporation.

ARTICLE XIII. AMENDMENTS

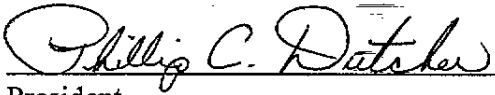
The power to alter, amend or repeal these Amended and Restated Articles of Incorporation shall be vested only in the Limited Member, and shall be exercisable only as specifically provided for in the Bylaws of this Corporation.

ARTICLE XIV. DISSOLUTION

Upon the dissolution or liquidation of the Corporation, whether such be de jure or de facto, in whole or in part, the Corporation's Board of Trustees shall adopt a resolution recommending a plan of distribution and directing its submission to a vote by the corporate members of IHS, specifically being Good Samaritan Health Systems, Inc., a Florida not-for-profit corporation ("GS") and Catholic Health East, a Pennsylvania not-for-profit corporation ("CHE"). Both GS and CHE shall be authorized and entitled to vote on the plan of distribution on behalf of IHS, and each shall determine the distribution of fifty percent (50%) of all assets of the Corporation not disposed of in discharging the Corporation's liabilities or otherwise distributed in accordance with applicable legal requirements. Such assets of the Corporation shall be distributed by GS and CHE, respectively, only to such not-for-profit corporations as are then exempt from taxation under Section 501(a) of the Code as an organization described in Section 501(c)(3) thereof. In the event the distributee designated by either GS or CHE is not an exempt organization at the time of distribution, the fifty percent (50%) of the assets of the Corporation in question will be distributed to another not-for-profit corporation, as designated by either GS or CHE, as the case may be, which corporation shall then be exempt from taxation under Section 501(a) of the Code, as an organization described in Section 501(c)(3) thereof.

The foregoing Amended and Restated Articles of Incorporation were adopted by the Limited Member in accordance with the Bylaws of the Corporation on February 27, 1998, and the number of votes cast for the amendment was sufficient for approval.

IN WITNESS WHEREOF, the undersigned has executed these Amended and Restated
Articles of Incorporation on behalf of the Corporation, this 30th day of December, 1998.



President