



**Buchanan Ingersoll**  
ATTORNEYS

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N47463

May 28, 2002

**VIA FEDERAL EXPRESS**

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

2002 MAY 29 PM 4:21  
DIVISION OF CORPORATIONS  
SECRETARY OF STATE  
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WASHINGTON, DC

Re: Articles of Amendment for Various Entities

Dear Sir or Madam:

We have enclosed an original of the Articles of Amendment to the Amended and Restated Articles of Incorporation for each of the following Florida not for profit corporations:

1. St. Mary's Imaging Center, Inc.
2. St. Mary's ASC, Inc.
3. St. Mary's Ancillary Services, Inc.
4. St. Mary's Care Services, Inc.
5. Women's Health Services, Inc.

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05/29/02 01026--016  
\*\*\*218.75 \*\*\*\*\*43.75

In addition, we have enclosed a check from this law firm in the amount of \$218.75, representing the filing fee of \$35.00 per Articles of Amendment (for a subtotal of \$175.00) and \$8.75 for a certified copy of each of the Articles of Amendment (for a subtotal of \$43.75).

Thank you for your assistance in this matter. If you have any questions or would like to discuss the filing of these documents, please call me at (813) 222-8199.

Sincerely,

*Linda L. Fleming*  
Linda L. Fleming

**Enclosures**

cc: Mr. Bill Bricker (w/enclosures)  
Dale S. Webber, Esq. (w/enclosures)

*Amendment*  
*6/4/02 DC*

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

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
2002 MAY 29 PM 4:27

Pursuant to the provisions of 617.1001, 617.1002, and 617.1006 of the Florida Statutes, Women's Health Services, Inc., a Florida not for profit corporation, adopts the following Articles of Amendment (this "Amendment") to its Amended and Restated Articles of Incorporation:

1. Name of Corporation. The name of the Corporation is Women's Health Services, Inc. (the "Corporation").
2. Text of Amendment. Article XIV is deleted in its entirety and the following is substituted in its stead:

**ARTICLE XIV**  
**DISSOLUTION AND DISTRIBUTION**

Upon the dissolution or liquidation of the Corporation, whether 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 Members of the Corporation. The Members shall determine the distribution 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 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 the Members is not an exempt organization at the time of distribution, the assets of the Corporation will be distributed to another organization that is then exempt from taxation under Section 501(a) of the Code as an organization described in Section 501(c)(3) thereof.

3. Date and Manner of Adoption. This Amendment was adopted by the Limited Member on June 28, 2001. The numbers of votes cast in favor of the Amendment was sufficient for adoption.

IN WITNESS WHEREOF, the President of the Corporation has signed these Articles of Amendment on this 8<sup>th</sup> day of MAY, 2002.

WOMEN'S HEALTH SERVICES, INC.

By: \_\_\_\_\_

Robert V. Stanek, President