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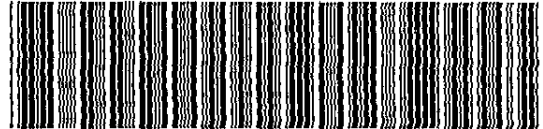
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FILED
05 DEC 19 AM 10:00
TALLAHASSEE, FLORIDA

Buchanan Ingersoll PC

ATTORNEYS

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December 16, 2005

VIA OVERNIGHT MAIL

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

Re: Articles of Amendment for Women's Health Services, Inc.

Dear Sir or Madam:

We have enclosed executed Amended and Restated Articles of Incorporation for Women's Health Services, Inc. In addition, we have enclosed a check from this law firm in the amount of \$43.75, for the filing fee of \$35.00 and certified copy fee of \$8.75. Please provide the certified copy to me at your earliest convenience.

If you have any questions or would like to discuss this matter further, please contact me at (813) 222-8199. Thank you.

Sincerely,



Linda L. Fleming

Enclosures

cc: Michael C. Hemsley, Esq. (w/o enclosures)
Dale S. Webber, Esq. (w/enclosures)

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

FILED
05 DEC 19 AM 10:00
CLERK OF STATE
TALLAHASSEE, FLORIDA

Pursuant to Sections 617.1002 and 617.1007 of the Florida Statutes, Women's Health Services, Inc., a Florida not for profit corporation, adopts the following Amended and Restated Articles of Incorporation ("Articles of Incorporation").

ARTICLE I. NAME

The name of the Corporation is Women's Health Services, Inc. The street address and mailing address of the principal office of the Corporation as of the date of the filing these Articles of Incorporation is 1645 Palm Beach Lakes Boulevard, Suite 440, West Palm Beach, Florida 33401.

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 (the "Code"), as amended, and the objects and purposes to be exclusively transacted and carried on are:

- a). To promote and support the benevolent, charitable, scientific, religious and educational activities of public charitable organizations, provided that such organizations qualify as exempt organizations under Section 501(c)(3) of the Code and comply with the mission and philosophy of the Corporation.
- b). To make gifts, grants or donations to other exempt charitable organizations.
- c). To engage in such pursuits as may be necessary or incidental, or which may aid and assist, in carrying out the Corporation's mission and 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 Member, 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 sole member of the Corporation shall be Intracoastal Health Systems, Inc. ("IHS"), a Florida not-for-profit corporation (the "Member").

Section 2. The Member shall be automatically admitted to membership upon the filing of these 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 five (5). 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 AGENT

Section 1. The street address of the registered office of this Corporation is 401 E. Jackson Street, Suite 2500, Tampa, FL 33602.

Section 2. The name of the registered agent of this Corporation located at the address of the registered office is Dale S. Webber, Esquire.

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 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 or her capacity as governor, 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 governor 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 or she 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, governor, 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 or her 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 or her 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 objected 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 and obligations 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 in the Board of Trustees of the Member, subject to further approval of Catholic Health East as provided for in the Bylaws of this Corporation.

ARTICLE XIII. AMENDMENTS

The power to alter, amend or repeal these Articles of Incorporation shall be vested in the Board of Trustees of the Member, subject to further approval of Catholic Health East as provided for in the Bylaws of this Corporation.

ARTICLE XIV. DISSOLUTION

Subject to any approvals described in these Articles of Incorporation or the Bylaws of the Corporation, upon the dissolution and final liquidation of the Corporation, all of its assets after paying or making provision for payment of all its known debts, obligations and liabilities, and returning, transferring or conveying assets held by the Corporation conditional upon their return, transfer or conveyance upon dissolution of the Corporation, shall be distributed to the Member of this Corporation, so long as such distributee is an organizational exempt from federal income tax by virtue of being an organization as described in Section 501(c)(3) of the Code. No private individual shall share in the distribution of any corporation assets upon dissolution of the Corporation.

These Articles of Incorporation were approved by the Board of Trustees and Member in accordance with the Corporation's Bylaws on September 30, 2005. The number of votes cast in favor of the amendment and restatement was sufficient for approval.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation on behalf of the Corporation, this 14th day of November, 2005.

WOMEN'S HEALTH SERVICES, INC.


Robert V. Stanek, President