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October 11, 2005

VIA FEDERAL EXPRESS

Department of State
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

Re: Florida Hospital Waterman, Inc.

Dear Sir/Madam:

Enclosed please find Articles of Amendment together with our check in the amount of $43.75 which we understand is the fee for filing the Articles of Amendment and obtaining a certified copy of the recorded document.

We are enclosing a Federal Express Airbill that we would request that you use in returning the requested document to our attention.

Should you have any questions, please give us a call.

Sincerely,

T.L. Trimble, Vice President
Legal Services

TLT/plm

Enclosure

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111 North Orlando Avenue ■ Winter Park, FL 32789-3675 ■ Phone: 407-647-4400

ARTICLES OF AMENDMENT
OF
ARTICLES OF INCORPORATION
OF
FLORIDA HOSPITAL WATERMAN, INC.

Pursuant to the provisions of Chapter 617, *Florida Statutes*, the undersigned corporation adopts the following Articles of Amendment to its Articles of Incorporation.

1. The name of the corporation is Florida Hospital Waterman, Inc.

2. The Articles of Incorporation of Florida Hospital Waterman, Inc. shall be amended as follows:

   A. Article V ("Management of Corporate Affairs"), Section 5.1 ("Board of Directors") is deleted in its entirety and the following inserted in lieu thereof.

   Section 5.1 Board

   The powers of this corporation shall be exercised, its properties controlled, and its affairs conducted by a Board of Directors composed of such number of directors as shall be determined from time to time by the membership. This corporation may have two (2) classes of directors, voting and non-voting ("Honorary Directors"). The membership of this corporation shall elect the voting members of the Board of Directors pursuant to the provisions of the corporation's Bylaws. The voting members of the Board of Directors may appoint one (1) or more honorary members to the Board of Directors or a committee thereof. Honorary members of the Board of Directors shall not have the right to vote, shall not be counted for purposes of determining a quorum and shall otherwise not be entitled to the rights of the voting members of the Board of Directors except as set forth in the corporation's Bylaws. Voting members of the Board of Directors shall be elected by the sole member of this corporation in conformance with North American Division Working Policy C-47 as it may be modified from time to time.

B. Article V ("Management of Corporate Affairs") is further amended by deleting Section 5.2 ("Hospital Division Board") and Section 5.3 ("FHWAS Division Board") and renumbering current Section 5.4 ("Officers") to read Section 5.2.

3. The Articles of Amendment were affirmed at a meeting of the Membership of Florida Hospital Waterman, Inc. on August 18, 2005. The number of votes cast were sufficient for approval.

IN WITNESS WHEREOF the undersigned president and secretary of Florida Hospital Waterman, Inc. have executed these Articles of Amendment on October 5, 2005.

FLORIDA HOSPITAL WATERMAN, INC.

By: [signature]

Ken Mattison, President

[signature]

Ron Benfield, Secretary

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