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IN REPLY REFER TO:

October 12, 2000

Clearwater Office

Corporate Records Bureau  
Division of Corporations  
Department of State  
P. O. Box 6327  
Tallahassee, FL 32314

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-10/16/00--01133--009  
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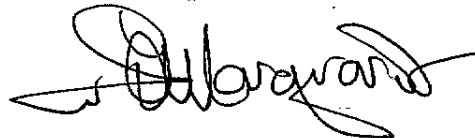
Gentlemen:

Enclosed please find an original and one (1) copy of the Amendment to the Articles of the Incorporation for the following corporations:

- Morton Plant Mease Primary Care, Inc.
- Morton Plant Mease Health Services, Inc.
- Behavioral Health Management Services, Inc.

Should you have any questions, please advise.

Sincerely,



Emil C. Marquardt, Jr.

ECM\bcf  
Encs.

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
00 OCT 16 PM 2:35

Nancy Paikoff authorized  
to add name of person  
signing.

Amend  
LFS

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

00 OCT 16 PM 2:35

**SECOND AMENDMENT TO RESTATED  
ARTICLES OF INCORPORATION OF  
MORTON PLANT MEASE PRIMARY CARE, INC.**

Pursuant to the provisions of Section 617.1006, Florida Statutes, the undersigned corporation adopts the following Second Amendment to its Restated Articles of Incorporation.

1. The Articles of Incorporation of Morton Plant Mease Primary Care, Inc., a Florida not for profit corporation (the "Corporation"), are hereby amended such that Morton Plant Hospital Association, Inc. shall become the member of the corporation.
2. Definition 5 in Article I is hereby amended to read:

**ARTICLE I  
DEFINITIONS**

5. The term "Member" means Morton Plant Hospital Association, Inc. in its capacity as corporate member of the Corporation.

All other definitions set forth in ARTICLE I are hereby ratified and confirmed.

3. The first sentence of existing Article X of the Articles of Incorporation of the Corporation is hereby amended to read:

**ARTICLE X  
MEMBER**

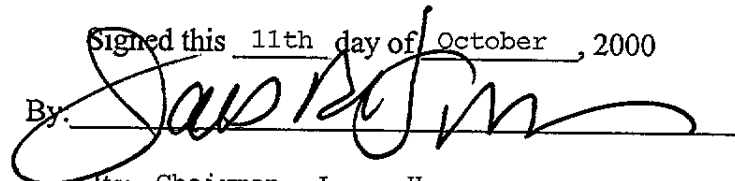
The Member of the Corporation shall be Morton Plant Hospital Association, Inc.

Otherwise, ARTICLE X shall be unchanged.

The foregoing amendments were recommended by the Board of Directors of the Corporation and duly adopted by the Member at a meeting of the Member on October 11, 2000 and the number of votes cast for the amendment was sufficient for approval. All other Articles set forth in the Articles of Incorporation are hereby ratified and confirmed.

Signed this 11th day of October, 2000

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



Its: Chairman, James Harper