

CSC **THE UNITED STATES CORPORATION**
1930000000114

ACCOUNT NO. : 072100000032

REFERENCE : 360591 4306424

AUTHORIZATION : Patricia Puggio

COST LIMIT : \$ 87.50

ORDER DATE : May 9, 1997

ORDER TIME : 10:19 AM

ORDER NO. : 360591-005

CUSTOMER NO: 4306424

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CUSTOMER: Debra E. Kirschner, Legal Asst
Steel Hector & Davis
41st Floor, Ste. 4000
200 S. Biscayne Boulevard
Miami, FL 33131-2398

DOMESTIC AMENDMENT FILING

NAME: MEMORIAL PHYSICIAN HOSPITAL
ORGANIZATION, 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: Carina L. Dunlap

EXAMINER'S INITIALS:

FILED
97 MAY -9 PM 3:03
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

NOT RECORDED
97 MAY -9 AM 11:27
DIVISION OF CORPORATION

**FOURTH ARTICLES OF AMENDMENT TO
ARTICLES OF INCORPORATION
OF
MEMORIAL PHYSICIAN HOSPITAL ORGANIZATION, INC.**

97 MAY -9 PM 3:03
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned hereby desires to amend the Articles of Incorporation of Memorial Physician Hospital Organization, Inc., a Florida not-for-profit corporation, as heretofore amended, in accordance with Sections 617.1002 and 617.1006 of the Florida Not For Profit Corporation Act, and hereby states as follows:

I.

The name of the corporation is Memorial Physician Hospital Organization, Inc. (the "Corporation").

II.

(A) The full paragraph beginning with the words "Notwithstanding the foregoing . . ." in Article VI (Board of Directors) of the Articles of Incorporation of the Corporation shall be amended in its entirety to read as follows:

Notwithstanding the foregoing, no person who is otherwise qualified under this Article VI may be a Class B Director of the Corporation if, either initially or at any time while such person is a Class B Director, such person is an owner, sole proprietor, partner or shareholder, in any such case directly, indirectly or beneficially (other than as the holder of less than five percent (5%) of the total outstanding stock of any company the securities of which are traded on a regular basis on recognized securities exchanges or any national over-the-counter market), or an officer, director, employee or medical director (or equivalent position, whether as an employee or independent contractor) of, investor in, or lender (directly, indirectly or beneficially) to, any business enterprise (including, without limitation, a sole proprietorship, professional association, limited liability company, corporation, general partnership, limited liability partnership, limited partnership, joint venture or other entity) which is (a) engaged in the business of, or constitutes, a health maintenance organization, independent practice association, physician hospital organization, health insurer, managed care plan, preferred provider network or organization, hospital or hospital system, or any other similar business or enterprise which is competitive with any of the operations or businesses of the Corporation at any time as now constituted or as to which the Corporation may hereinafter be engaged, or (b) with which the Corporation is or may, in the future, do business (the "Class B Disqualified Position"); provided, however, a person otherwise qualified to serve as a Class B Director shall not be prohibited from serving as a Class B Director while such person is an owner, sole proprietor, partner or shareholder, in any such case directly, indirectly or beneficially, or an officer, director, employee or medical director (or equivalent position, whether as an employee or independent contractor) of, investor in, or lender (directly, indirectly or beneficially) to any of the following independent practice associations: (i) South Broward OB-GYN IPA, Inc.; (ii) South Broward Pediatric IPA, Inc.; (iii) South Broward Primary Care IPA, Inc.; and (iv) South Broward

Specialty Physicians IPA, Inc. Notwithstanding the foregoing, any person who holds a Class B Disqualified Position in any entity in which the Corporation, South Broward Hospital District, Memorial Healthcare System or any affiliates thereof are a member, shareholder or possess the power to elect one or more directors, shall not be disqualified hereunder. In the event that a Class B Director is now or becomes ineligible to serve by virtue hereof, such person's term of office shall automatically be deemed terminated effective as of the date of such ineligibility.

III.

These Fourth Articles of Amendment to the Articles of Incorporation were duly adopted by the board of directors of the Corporation on May 2, 1997 by unanimous written consent. The members of the Corporation are not entitled to vote on this amendment.

IN WITNESS WHEREOF, Memorial Physician Hospital Organization, Inc. has caused these Fourth Articles of Amendment to the Articles of Incorporation to be executed as of the 2nd day of May, 1997.

MEMORIAL PHYSICIAN HOSPITAL
ORGANIZATION, INC.

By: 

Title: Executive Director

Print: Jessica Black

MIA9510/132779-1

**MEMORIAL PHYSICIAN HOSPITAL ORGANIZATION, INC.
BOARD OF DIRECTORS' WRITTEN CONSENT TO ACTION**

Pursuant to Section 617.0821 of the Florida Not for Profit Corporation Law, the undersigned, being all of the members of the Board of Directors of Memorial Physician Hospital Organization, Inc. (the "Company") do hereby consent to and approve the following actions in lieu of holding a meeting of the Board of Directors, and do hereby further waive any notice requirement:

RESOLVED, that the Fourth Articles of Amendment to the Articles of Incorporation of the Company attached as Exhibit A are hereby approved, ratified and adopted in all respects; and further

RESOLVED, that the President of the Company is hereby authorized and directed to execute and file with the Secretary of State of the State of Florida the Fourth Articles of Amendment to the Articles of Incorporation; and further

RESOLVED, that the President and the officers of the Company be, and they hereby are, authorized and empowered to perform and do all such other acts or things, and to execute and deliver or file all such other documents and papers and take any and all further action as in their opinion may be necessary or desirable in order to carry out the purposes and intent of the foregoing resolutions; and further


RESOLVED, that the undersigned hereby ratify any and all actions heretofore taken by any officer of the Company with respect to the foregoing Resolutions; and further

RESOLVED, that all previous Resolutions of the undersigned which are inconsistent with these Resolutions be, and the same hereby are, repealed, revoked and rescinded to the extent of any such inconsistency.

IN WITNESS WHEREOF, the undersigned, constituting all of the members of the Board of Directors of the Company, have executed this written consent to action effective as of the 2nd day of May, 1997.

Board of Directors

Class A Directors



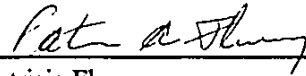
Frank V. Sacco



J. Steven Eavenson



Bruce Rappaport, M.D.



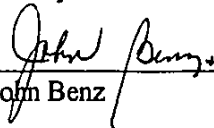
Patricia Flury



Zeff Ross

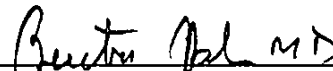


Woody Davis

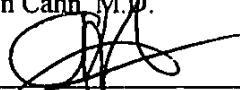


John Benz

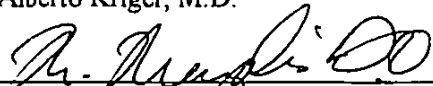
Class B Directors



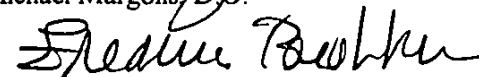
Burton Cahn, M.D.



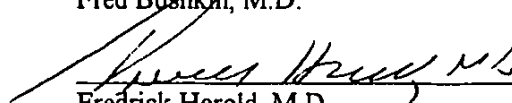
Alberto Kriger, M.D.



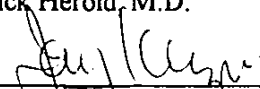
Michael Margolis, D.O.



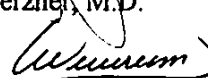
Fred Bushkin, M.D.



Fredrick Herold, M.D.



Jay Kerzner, M.D.



Miguel Venereo, M.D.