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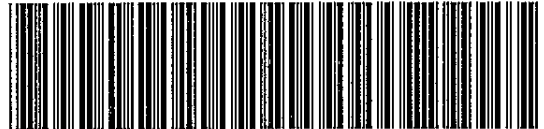
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03 DEC -5 PM 12:49
CLERK OF STATE
TALLAHASSEE, FLORIDA

FILED

Amend.
JPM
12/15/03



December 1, 2003

State of Florida, Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314
ATTN: Amendments

Re: Amendment to Articles of Incorporation

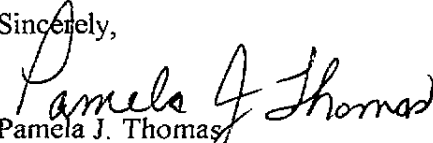
Dear Sir or Madam:

Enclosed please find an original Amendment, together with one copy, along with a check in the amount of \$43.75 to cover the cost of a filing the enclosed Amendment and obtaining a certified copy of same for the following corporation:

Florida Health Care Plan, Inc., a Florida Not-for-Profit corporation

A pre-addressed, postage-paid envelope is enclosed for your convenience in returning the certified copy to my office. Thank you for your cooperation in this matter.

Sincerely,


Pamela J. Thomas
General Counsel

Encs.

FILED

03 DEC -5 PM 12:49

CLERK OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF AMENDMENT
to
ARTICLES OF INCORPORATION
of
FLORIDA HEALTH CARE PLAN, INC.

THE UNDERSIGNED, being all of the voting members of the Board of Directors of Florida Health Care Plan, Inc., in accordance with Article X, Amendments to the Articles of Incorporation, hereby amend Article II, (j) of the Articles of Incorporation, subject to ratification by the Sole Member, Halifax Hospital Medical Center, as follows:

ARTICLE II
PURPOSES

(j) To assist the Halifax Hospital Medical Center in carrying out its duties and responsibilities, pursuant to Chapter 79-577, Laws of Florida, as amended.

The Corporation is organized exclusively as charitable, educational, and scientific within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue law. The Corporation shall not carry on any other activities not permitted to be carried on by an organization exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue law.

The Corporation is organized exclusively as a Florida not-for-profit corporation and its activities shall be conducted for such purposes in such a manner that no part of its net earnings shall inure to the benefit of any member, director, officer or individual.

The Corporation may make distributions to its Sole Member, Halifax Hospital Taxing District, d/b/a Halifax Hospital Medical Center, to assist Halifax Hospital Medical Center in carrying out its duties and responsibilities pursuant to Chapter 79-577, Laws of Florida, as amended. Such distribution(s) shall be considered a distribution of equity in partial liquidation as provided in Florida Statute 617.0505 or a charitable contribution. The nature and amount of the distribution(s) shall be determined by the Board of Directors of the Corporation and shall be subject to and in accordance with Florida Statute 641.365.

IN WITNESS WHEREOF, we do make and file this Amendment to Articles of Incorporation hereby declaring and certifying that the facts set forth herein are true and we accordingly set our hands at Holly Hill, Florida on the dates indicated below.

Date: 10/23/03

Mary Jo Stansfield
Mary Jo Stansfield, Chairperson

Date: 10/23/03

Luckey M. Dunn
Luckey M. Dunn, MD, Vice Chair

Date: 10/23/03

James E. Huger
James E. Huger, Secretary

Date: 10/23/03

Noah C. McKinnon
Noah C. McKinnon, Member

Date: 10-15-03

Timothy J. Huth
Timothy J. Huth, Member

I HEREBY CERTIFY that on this day personally appeared before me, an officer duly authorized to administer oaths and take acknowledgements, Mary Jo Stansfield, Luckey M. Dunn, MD, James E. Huger, Noah C. McKinnon and Timothy J. Huth, each of whom is personally known by me.

WITNESS my hand and seal at Holly Hill, Volusia County, Florida this 23rd day of October, 2003.

Caryn L. Regan
Caryn L. Regan, Notary Public
State of Florida at large



Caryn L. Regan
MY COMMISSION # DD060420 EXPIRES
September 26, 2005
BONDED THRU TROY FAIR INSURANCE, INC.

RESOLUTION

WHEREAS, Halifax Hospital Medical Center (the "District") is the Sole Member of Florida Health Care Plan, Inc. ("FHCP"); and

WHEREAS, the Articles of Incorporation of FHCP provide that any amendments to the Articles of Incorporation are subject to ratification by the District; and

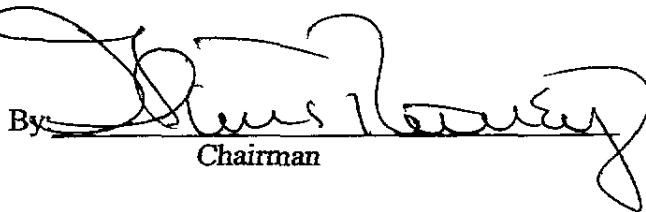
WHEREAS, the Board of Directors of FHCP has duly adopted Articles of Amendment to the Articles of Incorporation in accordance with Article X thereof, and has requested ratification of same by the District.

NOW, THEREFORE, BE IT RESOLVED BY THE BOARD OF COMMISSIONERS OF HALIFAX HOSPITAL MEDICAL CENTER, a special taxing district in Volusia County, Florida, that:


1. The Articles of Amendment to the Articles of Incorporation of Florida Health Care Plan, Inc., attached hereto as Exhibit A, were duly approved by the Board of Directors of FHCP on the 23rd day of October, 2003.
2. The District hereby ratifies the Articles of Amendment as adopted by the FHCP Board of Directors and approves same for filing with the Division of Corporations, Department of State.
3. This Resolution shall become effective immediately upon its adoption.

PASSED AND ADOPTED in public session duly assembled this 4th day of NOVEMBER, 2003.

HALIFAX HOSPITAL MEDICAL CENTER

By: 
Chairman

ATTEST:


Secretary