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LAW OFFICES OF
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AN ASSOCIATION OF PROFESSIONAL ASSOCIATIONS

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May 14, 2001

VIA FEDERAL EXPRESS

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

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-05/16/01--01066--003
****131.25 *****43.75

Re: Wuesthoff Health Systems, Inc.
Wuesthoff Family Physicians, Inc.
Wuesthoff Brevard Cardiology Group, Inc.

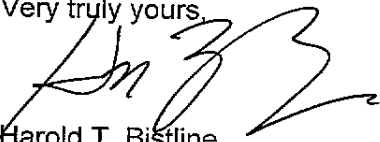
Ladies and Gentlemen:

Enclosed please find the following documents:

1. Original and one copy of Articles Of Amendment To Second Amended Articles Of Incorporation As Amended for Wuesthoff Health Systems, Inc.
2. Original and one copy of Articles Of Amendment To Articles Of Incorporation of Wuesthoff Family Physicians, Inc.
3. Original and one copy of Articles Of Amendment To Articles Of Incorporation of Wuesthoff Brevard Cardiology Group, Inc.
4. This firm's trust account check payable to Florida Department Of State in the amount of \$131.25 representing the filing fee for each of the Articles Of Amendment and the fee to obtain a certified copy of each of the Articles Of Amendment.

Please return the certified copies to me at the address listed above.

Very truly yours,


Harold T. Bistline
HTB:anr

Enclosures

FILED
01 MAY 16 PM 11:13
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

AMEND
KRC 5/16/01
(3)

ARTICLES OF AMENDMENT TO
ARTICLES OF INCORPORATION
WUESTHOFF FAMILY PHYSICIANS, INC.

(a corporation not for profit)

FILED
01 MAY 16 PM 1:13
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 617.1002, Florida Statutes, the undersigned non-profit corporation adopted the following amendments to its Articles of Incorporation:

A. That Article II of the Articles of Incorporation is hereby amended to read as follows:

ARTICLE II

Purpose

The Corporation is organized as a not-for-profit corporation pursuant to Chapter 617 of the Florida Statutes. It shall be organized, and at all times thereafter operated, exclusively for charitable, educational or scientific uses and purposes within the meaning of section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"), for the benefit of or to carry out the purposes of Wuesthoff Memorial Hospital, Inc., provided the Wuesthoff Memorial Hospital, Inc. is a publicly supported organization described in sections 501(c)(3), 170(b)(1)(A)(iii) and 509(a)(1) of the Code, and otherwise to support the delivery of quality health care services. In furtherance of such purposes, the Corporation shall have the full power and authority to perform all acts necessary or incidental to such purposes and do whatever is deemed necessary, useful, advisable or conducive, directly or indirectly, to carry out any purposes of the Corporation, as set forth in these Articles of Incorporation, including the exercise of all other power and authority enjoyed by corporations generally by virtue of Chapter 617 of the Florida Statutes, and the laws of the State of Florida generally.

Notwithstanding the foregoing or any other provision of these Articles of Incorporation or the Bylaws of the corporation:

B. No part of the net earnings of this Corporation shall inure to the benefit of, or be distributable to, its Members, Directors, Officers or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth above.

(ii) No substantial part of the activities of this Corporation shall be the carrying on of propaganda, or otherwise attempting, to influence legislation (except to the extent permitted pursuant to an election made under Section 501(h) of the Code, as amended, or the corresponding provision of any future United States revenue statute, and the Corporation shall not participate in or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office.

(iii) This Corporation shall not carry on any activities not permitted to be carried on (A) by a corporation exempt from Federal Income Tax under section 501(c)(3) of the Code or (B) by a corporation contributions to which are deductible under Section 170(c)(2) of the Code.

In the event of the dissolution of Corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the Corporation, dispose of all of the remaining assets of the Corporation (except any assets held upon condition requiring return, transfer or other conveyance in the event of dissolution, which assets shall be returned, transferred or conveyed in accordance with such requirements exclusively for the purposes of the Corporation by transferring such assets to Wuesthoff Memorial Hospital, Inc., providing same is in existence at such time and qualifies as a tax-exempt organization under Section 501(c)(3) of the Code, or to such organization or organizations organized and operated

exclusively for charitable, scientific, educational, religious or literary purposes of shall at the time qualify as an exempt organization or organizations under Section 501 (c) (3) of the Code, as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by the court of general jurisdiction of the county in which the principal office of the Corporation is then located, in such a manner, or to such organization or organizations qualifying under section 501 (c) (3) of the Code, as said court shall determine.


Resolved, further, that the Chairman and Secretary of this Corporation are authorized and directed to make, execute and acknowledge these Articles of Amendment under the corporate seal of this Corporation, adopting the foregoing Resolution, and to cause such Articles of Amendment to be filed and recorded in the Office of the Secretary of State in the manner required by Florida Statutes.

These Amendments were approved and adopted by the Board of Directors of the sole member, Wuesthoff Health Systems, Inc., by a unanimous vote at its regular meeting held on February 26, 2001, at which a quorum was present.

Dated at Rockledge, Brevard County, Florida this 4th day of May, 2001.

ATTEST:

WUESTHOFF FAMILY
PHYSICIANS, INC.


George Fayer
Secretary


Emil P. Miller
Chairman

STATE OF FLORIDA
COUNTY OF BREVARD

I hereby certify, that on this day before me, an office duly qualified to take acknowledgments, personally appeared EMIL P. MILLER and GEORGE FAYER, to me known to be the Chairman and Secretary, respectively, of Wuesthoff Family Physicians, Inc., a Florida Corporation not for profit, and that they severally acknowledged executing the foregoing Articles of Incorporation in the name of and for the Corporation; affixing its corporate seal, and that they were duly authorized by said Corporation to do so.

WITNESS my hand and official seal in the County and State aforesaid this 4th day of May, 2001.

Angela Marie Forbes
Notary Public
Print Name: Angela Marie Forbes
My Commission Expires: 8/12/03

