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REFERENCE : 510779 4326591

AUTHORIZATION :

COST LIMIT : \$ 87.50

Patricia Pyzdek

ORDER DATE : August 27, 1997

ORDER TIME : 11:20 AM

ORDER NO. : 510779-005

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CUSTOMER NO: 4326591

CUSTOMER: Amy Eckard, Legal Assistant
Fowler White Gillen Boggs
501 East Kennedy Boulevard
Suite 1700
Tampa, FL 33602

DOMESTIC AMENDMENT FILING

NAME: FLORIDA HEALTH SCIENCES
CENTER, 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: Kathy Drake

EXAMINER'S INITIALS:

FILED
97 AUG 27 PM 3:53
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

8/28

Jon Amend
97 AUG 27 PM 4:30
DIVISION OF CORPORATION
C.C.

AMENDMENT TO THE ARTICLES OF INCORPORATION
OF

FLORIDA HEALTH SCIENCES CENTER, INC.

FILED

97 AUG 27 PM 3: 53

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

WHEREAS, the FLORIDA HEALTH SCIENCES CENTER, INC. is a Florida not-for-profit corporation without members as provided in Florida Statute Section 617.0601; and

WHEREAS, the Articles of Incorporation of FLORIDA HEALTH SCIENCES CENTER, INC. were filed with and approved by the Secretary of State of Florida on the 9th day of July, 1997; and

WHEREAS, it is the intention of the directors of FLORIDA HEALTH SCIENCES CENTER, INC. that the Articles of Incorporation be amended in accordance with the Amendment to the Articles of Incorporation hereinafter set forth; and

WHEREAS, the proposed Amendment to the Articles of Incorporation of FLORIDA HEALTH SCIENCES CENTER, INC. hereinafter set forth was approved by the directors of FLORIDA HEALTH SCIENCES CENTER, INC. on the 26th day of August, 1997; and

WHEREAS, the approval of the Secretary of State of Florida of the proposed Amendment hereinafter set forth is hereby requested.

NOW, THEREFORE, the Articles of Incorporation of FLORIDA HEALTH SCIENCES CENTER, INC. are hereby amended by deleting in its entirety the present Article VII and by substituting therefor the following, to-wit:

"ARTICLE VII

DISSOLUTION AND LIQUIDATION

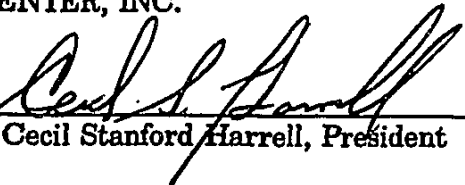
Upon the dissolution of the organization, assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, or corresponding section of any future Federal tax code, or shall be distributed to the Federal, state, or local government for a public purpose. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction of the county

in which the principal office of the organization is then located, exclusively for such purposes."

IN WITNESS WHEREOF, this Amendment to the Articles of Incorporation is hereby executed on behalf of FLORIDA HEALTH SCIENCES CENTER, INC. by its President this 26th day of AUGUST, 1997.

FLORIDA HEALTH SCIENCES
CENTER, INC.

By:


Cecil Stanford Harrell, President