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January 23, 1998

VIA HAND DELIVERY

Department of State
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

Re: Articles of Incorporation for HCMP, Inc.
-and-
Articles of Incorporation for NNI, Inc.

Ladies/Gentlemen:

Enclosed please find the original and one copy of Articles of Incorporation for each of the above two Florida corporations, along with our firm check in the amount of \$245.00 (representing the filing fees for the Articles of Incorporation and Resident Agent Designation, and your fee to return a certified copy).

Please file these Articles of Incorporation and return a certified copy.

Our office is located here in Tallahassee, and we would like to pick up the certified copies of these Articles this afternoon. Please call me at the above number when these documents are ready.

Thank you for your assistance.

Very truly yours,

Carol Allen
Carol Allen

CA/

Dmc
1-23-98

Call when Ready
222-2107
Carol

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98 JAN 23 PM 3:51
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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DIVISION OF CORPORATIONS

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
HCMP, INC.

(a Florida not-for-profit corporation)

The undersigned, acting as incorporator for a not-for-profit corporation, under the applicable Florida Statutes, hereby adopts the following Articles of Incorporation for such corporation:

ARTICLE I

NAME AND PRINCIPAL PLACE OF BUSINESS

The name of the Corporation shall be HCMP, Inc. (the "Corporation") and the location of the principal office and mailing address of the Corporation shall be 4725 North Federal Highway, Fort Lauderdale, Florida 33308. The Corporation may also have offices at such other places within or outside the State of Florida as the business of the Corporation may require or the Board of Trustees of the Corporation may authorize.

ARTICLE II

PURPOSES

The purposes for which the Corporation shall be organized and operated exclusively are to own, hold, lease, otherwise deal with real property and to collect income from said property, pay all expenses attendant to owning, holding or leasing the said property, and to remit all net income in excess of said costs to Holy Cross Health Ministries, Inc., a Florida not-for-profit corporation, so long as Holy Cross Health Ministries, Inc. is an organization which is exempt from federal income taxation pursuant to Section 501(a) of the Internal Revenue Code of 1986, as amended, or corresponding provisions of any subsequent federal tax laws (the "Code"), or to a successor corporation which is itself so exempt.

To carry out its purposes the Corporation shall have only such powers as are required by, and are consistent with, the foregoing purposes, including the following powers:

(a) to lease, mortgage, encumber and to use the real property and specifically to own, construct, maintain and operate the property for the benefit and support of Holy Cross Health

Ministries, Inc., or its qualified successor corporation which in itself is exempt from taxation pursuant to Section 501(a) of the Code; and

(b) such other powers which are consistent with the foregoing purposes and powers and which are afforded to the Corporation by the Florida statutes and any further law as amendatory thereof and supplementary thereto.

Notwithstanding any other provisions of these Articles of Incorporation:

(i) The Corporation will not be operated for pecuniary gain or profit, incidental or otherwise, of any private individual. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its, trustees, officers or other private individuals, except to the extent permitted by Florida statutes and except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered to or for the Corporation.

(ii) The Corporation shall have no power to act in a manner which is not exclusively within the interpretation of Section 501(c)(2) of the Code and shall not engage directly or indirectly in any activity which would prevent it from qualifying and continuing to qualify, as a corporation described in Section 501(c)(2) of the Code.

ARTICLE III

TERM OF EXISTENCE

This Corporation shall have perpetual existence.

ARTICLE IV

MEMBERSHIP

Section 1. The sole member of the Corporation shall be Holy Cross Health Ministries, Inc., a Florida not-for-profit corporation (the "Member" or "Corporate Member"). The sole member of the Corporate Member is Catholic Health East, a Pennsylvania nonprofit corporation ("CHE"). The Corporate Member and the Corporation both participate in the health care system of CHE. The Corporate Member shall be entitled to all rights and powers of a member under Florida law, these Articles of Incorporation and the Bylaws of the Corporation.

Section 2. Certain powers have been expressly reserved to the Corporate Member, CHE and the Institute of the Sisters of Mercy of the Americas, Regional Community of Pittsburgh, a religious institute of the Roman Catholic Church or its canonical successors (the "Sponsoring Organization") in these Articles of Incorporation and the Bylaws of the Corporation. Action by the Corporation shall not be taken until the Corporate Member, acting through its Board of Trustees, and, in some cases, CHE, acting through its Board of Directors, and the Sponsoring

Organization, as applicable, shall have exercised their respective reserved powers in accordance with their respective governance documents. Action by the Corporation with respect to which action by the Corporate Member or CHE is required shall not be effective until the Corporation shall have received notice of appropriate action having been taken by the respective party. The following powers are reserved to the Corporate Member, CHE, and the Sponsoring Organization as indicated:

(a) As reserved to the Board of Trustees of the Corporate Member:

(i) Approve the amendment or restatement of the Articles of Incorporation of the Corporation, in whole or in part, and recommend the same to CHE for adoption.

(ii) Approve the amendment or restatement of sections or provisions of the Bylaws of the Corporation concerning any of the following: (A) the name and purposes of the Corporation (including philosophy and mission); (B) the identity, reserved powers and all other matters pertaining to actions of the Corporate Member and CHE (each as defined heretofore); (C) the authority and membership (including election, composition and removal) of the Board of Trustees of the Corporation; and (D) the authority and responsibilities of and related to the President of the Corporation, including appointment and removal (the "Key Bylaws Provisions"), and recommend the same to CHE for adoption.

(iii) Approve the amendment or restatement of non-Key Bylaws Provisions of this Corporation, in whole or in part.

(iv) Appoint and remove Trustees of the Corporation, with or without cause.

(v) Appoint and remove the President of the Corporation.

(vi) Approve the official interpretation of the philosophy and mission of the Corporation.

(vii) Require the Corporation or any committee of the Corporation to report to the Board of Trustees of the Corporate Member on any matter relating to the Corporation's property, affairs, business and concerns.

(viii) Approve the strategic plan of the Corporation, and recommend the same to CHE for adoption as part of the consolidated strategic plan of the regional health system of the Corporate Member.

(ix) Approve the annual operating plan and budget of the Corporation and recommend the same to CHE for adoption as part of the consolidated operating plan and budget of the regional health system of the Corporate Member.

(x) Approve significant budget variances of the Corporation, as well as transactions that will result in either the acquisition, renovation or improvement of an asset, or the sale, lease, encumbrance or disposal of an asset in excess of limits or subject to other

conditions as determined from time to time by the Board of Trustees of the Corporate Member (the "Financial Transactions") and if the amount of any Financial Transaction exceeds the lower of \$5,000,000 or twenty-five percent (25%) of the total historical costs of the entity's combined land and buildings (the "Significant Financial Transactions"), approve those Significant Financial Transactions, and recommend the same to CHE for adoption and authorization.

(xi) Approve contracts, transactions, commitments or other obligations to be entered into or incurred by the Corporation and that are in excess of limits or subject to other conditions as determined from time to time by the Board of Trustees of the Corporate Member.

(xii) Approve the establishment or dissolution of organizational relationships by the Corporation including without limitation subsidiary corporations, and significant partnerships, joint ventures and mergers as defined by the CHE governance documents which include CHE's Articles of Incorporation, Bylaws, and policies and procedures as approved from time to time (collectively, the "CHE Governance Documents"), and recommend the same to CHE for adoption and authorization.

(b) As reserved to the CHE Board of Directors:

(i) Adopt, amend, modify or restate the Articles of Incorporation of the Corporation, in whole or in part, or if the CHE Board of Directors receives a recommendation as to any such action, approve such action as recommended.

(ii) Adopt, amend, modify or restate the Key Bylaws Provisions of the Corporation, in whole or in part, or if the CHE Board of Directors receives a recommendation as to any such action, approve such action as recommended.

(iii) Approve and authorize Significant Financial Transactions and significant budget variances of the Corporation, or if the CHE Board of Directors receives a recommendation as to any such action, approve such action as recommended.

(iv) Approve and authorize the establishment or dissolution of organizational relationships by the Corporation, including without limitation subsidiary corporations, and significant partnerships, joint ventures and mergers as defined by the CHE Governance Documents, or if the CHE Board of Directors receives a recommendation as to any such action, approve such action as recommended.

(c) As reserved to the Sponsoring Organization:

Ratification of those mergers, consolidations, dissolutions or other fundamental corporate reorganizations of the Corporation, as required by canon law and CHE policies consistent therewith.

Section 3. Member Action. Any action required or permitted to be taken by CHE or the Corporate Member of the Corporation under applicable law, these Articles of Incorporation or the Bylaws may be taken without a meeting, without prior notice and without a vote, if CHE or

the Corporate Member, as applicable, gives its written consent to such action. The written consent of CHE or the Corporate Member shall be evidenced by a consent resolution signed by an officer of CHE or the Corporate Member, as applicable. Following action by CHE or the Corporate Member, the President of CHE or the Corporate Member, as applicable, shall be authorized and empowered to execute a written consent resolution evidencing the action taken.

Section 4. Action With Respect to Constituent Corporations. Action by the Corporate Member of the Corporation is required for the exercise of certain powers reserved to the Corporation from any corporation controlled directly or indirectly by the Corporation or the Corporate Member (the "Constituent Corporations"). Action by the Corporation with respect to Constituent Corporations for which action by the Corporate Member's Board is required shall not be effective until the Corporation shall have received notice of appropriate action having been taken by the Corporate Member's Board or the Corporate Member, as appropriate.

ARTICLE V

MERGER OR CONSOLIDATION

The Corporation shall not merge or consolidate with any corporation unless its successor corporation is a corporation or organization described in either Section 501(c)(2) or Section 501(c)(3) of the Code.

ARTICLE VI

DISSOLUTION

In the event the Corporation shall be dissolved and liquidated the plan of distribution shall provide that distributions shall be made to Holy Cross Health Ministries, Inc., a Florida not-for-profit corporation or its successors (collectively "Health Ministries"), so long as Health Ministries is an organization exempt from federal income tax by virtue of being an organization as described in Section 501(c)(3) of the Code. Any distributions not so made, shall be made to one or more corporations, trusts, funds or other organizations located in Broward County, Florida, which at the time are exempt from federal income tax as organizations described in Section 501(c)(3) of the Code, and have purposes closely allied with those of the Corporation and the Board of Trustees, after paying or making provisions for payment of all of the known liabilities of the Corporation, shall develop and recommend to the Corporate Member of the Corporation the adoption of a plan of distribution which identifies those organizations to which such distributions will be made; provided, however, that any such plan of distribution shall provide for the distribution of unused gifts and donations consistent with the donor's intent, purpose, and subject to any geographic restrictions as to such use. No private individual shall share in the distribution of any Corporation assets upon dissolution of the Corporation.

ARTICLE VII

REGISTERED OFFICE AND AGENT

The name and address of the registered agent and office of the Corporation is:

Holy Cross Hospital, Inc.
4725 North Federal Highway
Fort Lauderdale, Florida 33308
Attention: President

ARTICLE VIII

AMENDMENTS

These Articles of Incorporation may be adopted, amended, supplemented, modified, altered, restated or repealed, in whole or in part, or otherwise altered or restated, by CHE without the need for action or recommendation by the Corporate Member or the Board of Trustees of the Corporation.

ARTICLE IX

INCORPORATOR

The name and address of the incorporator is as follows:

Holy Cross Hospital, Inc.
4725 North Federal Highway
Fort Lauderdale, Florida 33308

ARTICLE X

THE BOARD OF TRUSTEES

Subject to the reserved rights of the Corporate Member, CHE and/or the Sponsoring Organization set forth in these Articles of Incorporation and in the Bylaws of the Corporation, the business and affairs of the Corporation shall be managed by or under the direction of its Board of Trustees which may exercise all such powers of the Corporation and do all such lawful acts and things as are not by statute, these Articles of Incorporation or the Bylaws directed or required to be exercised or done by the Corporate Member, CHE or the Sponsoring Organization. The Board of Trustees shall be appointed, removed and hold office and shall consist of not less than three persons and, subject to that limitation, the number of trustees may be increased or decreased from time to time as provided for by the Bylaws. Trustees shall be appointed as provided in the Bylaws of the Corporation. Except as otherwise provided in these Articles of

Incorporation, provisions for membership, qualifications, manner of appointment and removal, term of office, time and place of meetings, and powers and duties of the Board of Trustees of the Corporation shall be governed by the Bylaws of the Corporation.

The initial names and addresses of the Board of Trustees are as follows:

NAME	ADDRESS
John C. Johnson	Holy Cross Hospital, Inc. 4725 North Federal Highway Fort Lauderdale, Florida 33308
Robert P. Granger	Holy Cross Hospital, Inc. 4725 North Federal Highway Fort Lauderdale, Florida 33308
Sister Susan Welsh, RSM	Sisters of Mercy 3333 Fifth Avenue Pittsburgh, PA 15213

ARTICLE XI

INDEMNIFICATION AND INSURANCE

Unless otherwise mandated by the Bylaws of the Corporation, the Corporation shall have the authority to indemnify to the fullest extent authorized or permitted by law, any person and its, his or her successors, assigns, heirs, executors, administrators and legal representatives, who is made or threatened to be made a party to an action, suit or proceeding (whether civil, criminal, administrative or investigative) by reason of the fact that such person is or was a member, trustee, Sponsoring Organization, officer, employee or agent of the Corporation or serves or served any other organization in any such capacity at the request of the Corporation (severally and collectively "Indemnitees"). Such indemnification shall include, without limitation, the advancement of expenses when allowed pursuant to applicable law. The Board of Trustees shall have the authority to purchase liability insurance in such amounts as it deems proper to indemnify the Indemnitees, to the fullest extent permitted by law.

The undersigned, as sole Incorporator of the above named Corporation, has hereunto signed these Articles of Incorporation on the 22nd day of January, 1998 .

HOLY CROSS HOSPITAL, INC.
a Florida not-for-profit corporation,
Sole Incorporator

By: Sister Susan Welsh, RSM
Sister Susan Welsh, RSM

Its: Vice Chairperson and Treasurer

COMMONWEALTH OF PENNSYLVANIA)

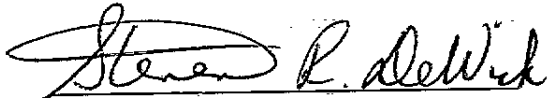
COUNTY OF ALLEGHENY)

SS:

Before me, the undersigned authority, personally appeared Sister Susan Welsh, RSM, to me personally known, who upon first being duly sworn, deposes and says that she is the duly authorized Vice Chairperson and Treasurer of Holy Cross Hospital, Inc., the sole incorporator, that she has read the matters and facts in the foregoing Articles of Incorporation and that the same are true and correct.

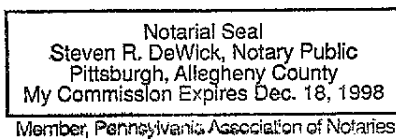
Sworn to and subscribed before me

on the 22nd day of January, 1998.



Notary Public

My Commission Expires:



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ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT

98 JAN 23 PM 3:51

Having been named to act as registered agent for, and to accept service of process on behalf of, HCMP, Inc. (the "Corporation"), at the place designated in Article VII of the Articles of Incorporation of the Corporation, the undersigned hereby agrees to act in such capacity, and further agrees to comply with the provisions of applicable statutes relative to the proper and complete discharge of its duties.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Dated this 22nd day of January, 1998.

HOLY CROSS HOSPITAL, INC.,
a Florida not-for-profit corporation

By: Sister Susan Welsh, RSM
Sister Susan Welsh, RSM

Its: Vice Chairperson and Treasurer