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July 1, 1998

POST OFFICE EXPRESS

AIRBILL NO.: EM488491461US

Florida Secretary of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

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-07/02/98-01089-005
*****122.50 *****122.50

RE: Recording of Articles of Amendment to Articles of Incorporation
Holder/Friends of Hillsborough HealthCare, Inc.
Our File No.: 4209/05894

Dear Ladies and Gentlemen:

Enclosed please find our Articles of Incorporation for Friends of Hillsborough HealthCare, Inc.
We request that you provide us with a certified copy of same once it has been filed.

We are enclosing a check in the amount of \$122.50, representing the fees associated with the filing fee and the certified copy fee. If there are any additional fees owed in connection with this transaction, please provide us with your invoice for your services and we will forward a check onto you.

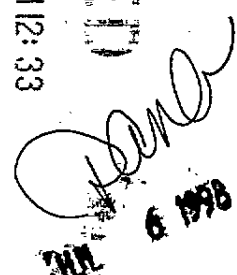
We thank you in advance for your assistance. If you have any questions, please contact me or my secretary, Martha.

Very truly yours,


William Kent Ihrig

WKI:mas
76994
Enclosures

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98 JUL 14 PM 12:33
SECRETARY OF STATE
TALLAHASSEE FLORIDA


JUL 6 1998

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FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

July 7, 1998

WILLIAM KENT IHRIG, ESQUIRE
ANDERSON & ORCUTT, P.A.
401 EAST JACKSON STREET, SUITE 2400
TAMPA, FL 33602

SUBJECT: FRIENDS OF HILLSBOROUGH HEALTHCARE, INC.
Ref. Number: W98000015361

We have received your document for FRIENDS OF HILLSBOROUGH HEALTHCARE, INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The registered agent must sign accepting the designation.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6933.

Dana Calloway
Document Specialist

Letter Number: 998A00036230



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

July 7, 1998

WILLIAM KENT IHRIG, ESQUIRE
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Letter Number: 998A00036230

**ARTICLES OF INCORPORATION
OF
FRIENDS OF HILLSBOROUGH HEALTHCARE, INC.
(the "Corporation")
a Florida Not for Profit Corporation**

The undersigned person, acting as incorporator of a corporation not for profit under the Florida Not for Profit Corporation Act, as set forth in Chapter 617 of the Florida Statutes, adopts the following Articles of Incorporation for such corporation:

ARTICLE I - NAME

The name of the Corporation is:

Friends of Hillsborough HealthCare, Inc.

ARTICLE II - DURATION

The duration of the Corporation shall be perpetual.

ARTICLE III - PURPOSE

The Corporation is a not for profit corporation. The Corporation is formed for the purpose of operating and transacting any and all lawful activity that can be engaged in by a not for profit corporation under Florida law including without limitation the purposes of ensuring the continuation of the Hillsborough County HealthCare Program and expanding access to care for residents of Hillsborough County, Florida.

ARTICLE IV - NO MEMBERSHIP

There shall be no membership in the Corporation.

ARTICLE V - PRINCIPAL OFFICE

The principal office and street address and initial mailing address of the Corporation is:

% Anna Maria Holder
401 East Jackson Street, Suite 2400
Tampa, Florida 33602

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TALLAHASSEE FLORIDA

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

A. The name of the initial Registered Agent of this Corporation at such address is:

William Kent Ihrig

B. The street address and mailing address of the initial Registered Office of this Corporation is:

% Anderson & Orcutt, P.A.
SunTrust Financial Centre, Suite 2400
401 East Jackson Street
Tampa, Florida 33602

ARTICLE VII - BOARD OF DIRECTORS

The powers of the Corporation shall be exercised, its property controlled, and its affairs conducted by a board of directors. The manner of selection of the members of the Board of Directors shall be established in the Bylaws of the Corporation.

C. Initial Board of Directors. The Corporation shall have three (3) Directors initially. The number of Directors may be either increased or diminished from time to time by appropriate amendment to the bylaws but shall never be less than three. The names and addresses of the initial Directors are as set forth below:

Anna Maria Holder
401 East Jackson Street, Suite 2400
Tampa, Florida 33602

Lize Kalashian
1205 East 8th Avenue
Tampa, Florida 33605

Alliston Dwyer
Post Office Box 18974
Tampa, Florida 33679-8974

Lawrence Higgins
5225 North Himes Avenue
Tampa, Florida 33614

D. Director's Actions. Any action required or permitted to be taken by the board of directors under any provision of law may be taken without a meeting, if all the directors shall individually or collectively consent or consents in writing to such action. Such written consent or consents shall be filed with the minutes of the proceedings of the board, and any such action by written consent shall have the same force and effect as if taken by unanimous vote of the directors. Any certificate or other document filed under any provision of law that relates to action so taken shall state that the action was taken by unanimous written consent of the board of directors without a meeting and that the articles of incorporation and bylaws of this Corporation authorize the directors to so act. Such a statement shall be prima facie evidence of such authority.

E. Election and Removal of Directors. The method of election and removal of directors shall be set forth in the bylaws.

ARTICLE VIII - INCORPORATOR

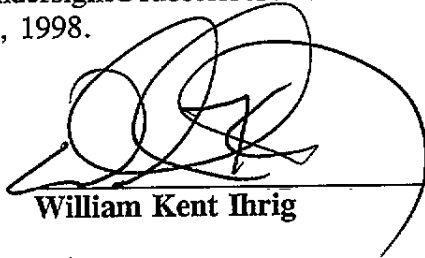
The names and address of the person signing these Articles is as follows:

William Kent Ihrig
SunTrust Financial Centre
401 East Jackson Street, Suite 2400
Tampa, Florida 33602

ARTICLE IX - BYLAWS

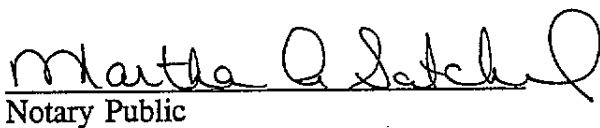
The power to adopt, alter, amend or repeal bylaws shall be vested solely in the Board of Directors. Every Amendment shall be approved by the Board of Directors.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 20th day of June, 1998.



William Kent Ihrig

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My Commission Expires:

(Serial Number, if any)

Having been named to accept service of process for Friends of Hillsborough HealthCare, Inc., at the place designated in the foregoing Articles of Incorporation, I hereby accept to act in such capacity, and agree to comply with the provisions of Section 48.04, *Florida Statutes*, relative to keeping open said office.

William Kent Ihrig

WIKI:mas
062398:71192

98 JUL 14 PM12:33
SECRETARY OF STATE
TALLAHASSEE FLORIDA

11-11-11