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LEWIS W. FISHMAN
BOARD CERTIFIED IN HEALTH LAW

October 6, 1998

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Division of Corporations
Florida Department of State
P.O. Box 6327
Tallahassee, Florida 32314

Re: Articles of Incorporation of Mercy West, Inc.

To Whom It Concerns:

Enclosed please find Articles of Incorporation for Mercy West, Inc., and a check in the amount of \$79.75, which sum represents filing fees of \$35.00, Registered Agent Designation of \$35.00 and a certified copy in the amount of \$9.75 (9 pages).

If you deem the Articles in order, please proceed to file them of record and return the certified copy to the undersigned at the above address.

If you have any questions, please do not hesitate to contact me.

Cordially,



Lewis W. Fishman

LWF:mmr
Enclosures

98 OCT -9 AM 9:09
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

TA-10/12/98

ARTICLES OF INCORPORATION
OF
MERCY WEST, INC.

FILED
98 OCT -9 AM 9:09
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The following Articles of Incorporation of MERCY WEST, INC. (the "Corporation"), a Florida corporation not for profit, were duly adopted pursuant to the authority and provisions of Chapter 617, Florida Statutes.

ARTICLE I

NAME AND LOCATION

The name of this Corporation is MERCY WEST, INC., with its principal place of business at 3663 South Miami Avenue, Miami, Florida 33133.

ARTICLE II

TERM OF EXISTENCE

The period of existence shall be perpetual except as it may be dissolved as stated in Article Ten or merged or consolidated as provided by law and these Articles.

ARTICLE III

DENOMINATION

This Corporation is sponsored by the Congregation of the Sisters of St. Joseph, St. Augustine, Florida and shall be operated and managed by the Trustees in accord with the traditions, teachings and Canon Law of the Roman Catholic Church; and the traditions, spirit and charism of the Congregation of Sisters of St. Joseph of St. Augustine, Florida, and the Ethical and Religious Directives For Catholic Health Care Facilities as adopted or

amended by the National Conference of Catholic Bishops and interpreted by the local Diocesan Bishop.

ARTICLE IV

PURPOSES

The purposes for which this Corporation is organized are exclusively religious and charitable and no part of the income or assets of the Corporation shall be distributed to or inured to the benefit of any private individual. The purposes embrace the entire Catholic health care Apostolate and include:

4.1 To perform, foster and support acts of the Christian Charity particularly among the sick and ailing.

4.2 To practice, foster, support and encourage religious beliefs and activities, particularly those of the Roman Catholic tradition.

4.3 To provide, to the extent practical within the Corporation's resources and budgetary restrictions, medical care for the indigent sick.

4.4 To promote healing and general health and welfare of all persons, without regard to race, creed, color, national origin, sex, handicap or economic status.

4.5 To promote health and welfare of the members of the community and humankind generally through scientific research, education, experimentation and treatment, and to provide, maintain and operate any and all facilities, incidental or desirable to the conduct of scientific and medical research, and to sponsor and conduct educational programs in the medical and scientific fields, and to aid and

assist other non-profit and/or charitable institutions or associations in the accomplishment or pursuit of their purposes.

4.6 To provide, maintain and operate a modern community medical center and scientific institution for medical care and treatment of patients, for research and training, all by providing, offering and maintaining without limiting the generality of the foregoing, hospitals, research laboratories, libraries, schools, equipment, medical, dental and nursing services and facilities, and all other scientific, educational and training facilities relating to the general purposes and activities of the Corporation.

4.7 To provide hospital facilities and services for medical care of the sick and injured (including obstetrical care) pursuant to Section 242 of the National Housing Act, as amended.

4.8 To promote and encourage the establishment of facilities which are related to, and will be beneficial to, and promote the use of, the modern community medical center and hospital operated by the Corporation.

4.9 To solicit and raise funds and endowments, and to receive by way of gift, purchase, grant, devise, will or otherwise, property, real, personal or mixed, and to hold, use, maintain, lease, donate, pledge, encumber, sell, convey and otherwise dispose of all such property in the furtherance of the objectives and purposes of this Corporation in conformity with the reservation of powers in the By-Laws.

4.10 To do all things which may be necessary to enable the Corporation to secure and retain tax exempt status as a non-profit, charitable, scientific and/or educational institution in accordance with applicable regulations of the Internal Revenue Code existing from time to time.

4.11 to engage in such pursuits as may be necessary and incidental, or which may aid and assist, in carrying out the objects and purposes for which the Corporation is formed.

ARTICLE V

MEMBERS

The Corporation shall have Members distinct from the Board of Trustees. The admission and qualifications of the Members of the Corporation shall be as set forth in the Corporation's By-Laws.

ARTICLE VI

BOARD OF TRUSTEES

Except as otherwise provided by law, by these Articles of Incorporation, or by the Corporation's By-Laws, the business and affairs of this Corporation shall be conducted by, and the powers of the Corporation shall be exercised by or under the authority of a Board of Trustees. The initial number of persons constituting the Board of Trustees shall be three (3); provided, however, that such number may be changed from time to time in the manner provided in the By-Laws of this Corporation.

The individuals who will serve as the initial Board of Trustees until the first election of Trustees are as follows:

Sr. Elizabeth Anne Worley, SSJ
3665 South Miami Avenue
Miami, FL 33133

Edward J. Rosasco, Jr.
3663 South Miami Avenue
Miami, FL 33133

Jerry Mashburn
3663 South Miami Avenue
Miami, FL 33133

ARTICLE VII

INCORPORATOR

The name and address of the Incorporator is as follows:

SSJ Mercy Health System, Inc.
3663 South Miami Avenue
Miami, FL 33133

ARTICLE VIII

DISCLAIMER AND DISSOLUTION

8.1 No part of the net earnings of the Corporation shall inure to the benefit of any Member, Trustee or Officer of the Corporation or any private individual; provided, however, that reasonable compensation may be paid the Chief Executive Officer and that reasonable compensation may be paid for services rendered to or for the Corporation affecting one or more of its purposes.

8.2 No substantial part of the activities of the Corporation shall be the dissemination of propaganda, lobbying, or other attempts to influence legislation, and the Corporation shall not participate in, or intervene in (including the publication or distribution of statements) any political campaign on behalf of any public candidate for public office.

8.3 Notwithstanding any provisions of these Amended Articles, the corporation shall not conduct or carry on activities nor permitted to be conducted or carried on (i) by an organization exempt under Section 501(c)(3) of the Internal Revenue Code, as amended, and (ii) by an organization contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code, as amended, or (iii) by a not-for-profit corporation organized under the laws of the State of Florida as they now exist or hereafter be amended.

8.4 Upon dissolution of the Corporation, the Members of the Corporation shall, after paying or making provisions for the payment of all liabilities of the Corporation, dispose of all of the assets of the Corporation in such manner or to such organizations organized and operated exclusively for religious, charitable purposes as shall at the time qualify as an exempt organization or organization under Section 501(c)(3) of the Internal Revenue Code, as amended, (or the corresponding provisions of any future U.S. Internal Revenue Law), as the Members of the Corporation shall determine in conformity with the Canon Law of the Roman Catholic Church.

ARTICLE IX

AMENDMENTS

These Articles of Incorporation may be amended by resolutions setting forth such documents approved by the Members of the Corporation by action taken in the manner of action of the Members set forth in the By-Laws of the Corporation.

ARTICLE X

BY-LAWS

The By-Laws of this Corporation may be made, altered, rescinded, added to or new By-Laws may be adopted by the Members of the Corporation in the manner provided therefor in the By-Laws of the Corporation.

ARTICLE XI

PRIVATE PROPERTY

The private property of the Members and Officers of this Corporation and the Board of Trustees shall be exempt from liability for the debts of this Corporation.

ARTICLE XII

REGISTERED AGENT

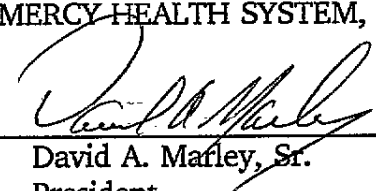
The name and address of the Registered Agent for the Corporation is:

Lewis W. Fishman
Two Datran Center, Suite 1121
9130 South Dadeland Blvd.
Miami, FL 33156

IN WITNESS WHEREOF, the undersigned, in the name of MERCY WEST, INC., has executed these Articles of Incorporation as of the 6th day of OCTOBER, 1998.

SSJ MERCY HEALTH SYSTEM, INC.

By: _____


David A. Mafley, Sr.
President

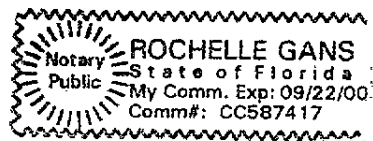
STATE OF FLORIDA)
) SS.
COUNTY OF MIAMI-DADE)

Before me the undersigned authority appeared DAVID A. MARLEY, SR., President of SSJ Mercy Health System, Inc., personally known to me or who produced Florida Driver's License No. _____ as identification and who acknowledged before me that he executed said instrument for the purposes therein expressed.

IN WITNESS WHEREOF, I have hereunto set my hand and seal, this 6th day of October, 1998.

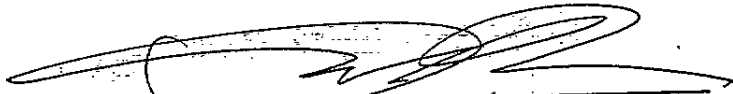
Rochelle Gans
Notary Public
State of Florida at Large
Rochelle Gans
Printed Name of Notary Public

My Commission Expires:



ACCEPTANCE OF REGISTERED AGENT

Lewis W. Fishman does hereby agree to act as Registered Agent, until his resignation or another Registered Agent is appointed.



Lewis W. Fishman

98 OCT -9 AM 9:09
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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