



THE UNITED STATES
CORPORATION
COMPANY

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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AUTHORIZATION :

Patricia Pizut

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ORDER DATE : April 29, 1999

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CUSTOMER NO: 7132640

CUSTOMER: Ms. Linda L. Fleming
BUCHANAN INGERSOLL, P.C.
BUCHANAN INGERSOLL, P.C.
Suntrust Financial Center
401 E. Jackson Street, #2500
Tampa, FL 33602

DOMESTIC FILING

NAME: TAMPA HEALTH AFFILIATES,
INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX(2) CERTIFIED COPY
 PLAIN STAMPED COPY
XX CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Angie Glisar

EXAMINER'S INITIALS:

PH 4/29/99 ✓

DIVISION OF CORPORATION
99 APR 29 PM 12:17

**ARTICLES
OF INCORPORATION
OF
TAMPA HEALTH AFFILIATES, INC.**

FILED
99 APR 29 PM 2:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, Florida Health Sciences Center, Inc., a Florida not for profit corporation, acting as the incorporator of a corporation under the Florida Not For Profit Corporation Act (Chapter 617 of the Florida Statutes), adopts the following articles of incorporation for such corporation.

ARTICLE I
NAME AND PRINCIPAL OFFICE

The name of this Corporation shall be Tampa Health Affiliates, Inc. (the "Corporation"). The Corporation's principal office shall be located at 2 Columbia Drive, Davis Islands, Tampa, Florida 33606.

ARTICLE II
PURPOSES

The purposes of the Corporation shall be to own, lease, manage and/or operate one or more hospitals and other health care facilities situated within the State of Florida, and to do and perform any and all acts or services that may be incidental or necessary to carry out the above purposes; and to engage in any lawful act or activity for which a not for profit corporation may be organized under the laws of Florida.

The Corporation is organized and shall be operated exclusively for charitable, scientific and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, its regulations or the corresponding provisions of any applicable future United States internal revenue law or regulations (hereinafter the "Internal Revenue Code"); to engage in activities relating to the aforementioned purposes; and to invest in, receive, hold, use and dispose of all property, real or personal, as may be necessary or desirable to carry into effect the aforementioned purposes.

In furtherance of the aforementioned purposes, the Corporation is authorized:

To participate in activities designed to promote the general health, rehabilitation, and social needs of the community;

To lease, establish, maintain, own and operate one or more hospitals and other health care facilities and programs for the care of the sick, injured, infirm, and aged, and to operate all necessary services and departments necessary for and incident to the care of the sick, injured, infirm and aged;

To do all acts necessary for the proper maintenance and administration of the hospitals and other health care facilities or programs, and to effect all acts necessary to accomplish the purposes of such administration;

To do and perform any and all acts or services that may be incidental or necessary to carry out the above purposes; and

To affiliate with educational, research, and/or other institutions promoting health and wellness.

Notwithstanding any other provisions of these Articles of Incorporation, the 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 Internal Revenue Code or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code.

ARTICLE III

POWERS

The Corporation shall have all powers conferred upon not for profit corporations organized under Chapter 617 of the Florida Statutes and any successor provisions thereto now enacted or hereafter amended but shall exercise such powers only in fulfillment of its above-stated purposes.

The Corporation shall not engage in any of the following activities:

The Corporation shall not participate in, or intervene in (including the publishing or distributing of statements), any political campaign on behalf of (or in opposition to) any candidate for public office.

No substantial part of the activities of the Corporation shall consist of carrying on propaganda, or otherwise attempting, to influence legislation; provided, however, that this provision shall not apply to activities consisting of carrying on propaganda, or otherwise attempting, to influence legislation, to the extent the Corporation has made an election pursuant to and remains in compliance with the restrictions of Section 501(h) of the Internal Revenue Code.

No dividends shall be paid and no part of the net earnings of the Corporation shall inure to the benefit of any private individual within the meaning of Section 501(c)(3) of the Internal Revenue Code.

ARTICLE IV
DURATION

The Corporation shall exist perpetually until terminated in the manner prescribed by law, commencing upon the filing of these Articles of Incorporation by the Florida Department of State.

ARTICLE V
MEMBERS

The Corporation shall have one member, who shall be Florida Health Sciences Center, Inc. The rights and all other provisions relating to the member shall be set forth in the Corporation's bylaws.

ARTICLE VI
BOARD OF DIRECTORS

Section 1. Number of Directors. The property, affairs, business and operations of the Corporation shall be managed by a Board of Directors. The number of directors may be increased or diminished from time to time in the manner provided in the Corporation's bylaws, but shall never be less than three (3) nor more than fifteen (15) directors.

Section 2. Manner of Election or Appointment. The member shall have the sole and exclusive right to elect or appoint the Corporation's directors. The directors shall be elected or appointed as provided in the bylaws.

Section 3. Initial Directors. The initial directors of the Corporation shall be:

Abraham R. Brown
3602 River Grove Drive
Tampa, Florida 33610

C. S. "Stan" Harrell
100 N. Tampa St., Suite 3540
Tampa, Florida 33602

Jeremy P. Ross, Esquire
220 S. Franklin Street
Tampa, Florida 33602

Virginia Campbell, R.N., Ph.D.
2920 El Prado Blvd., No. 13
Tampa, Florida 33629

Lizabeth Moody, Esquire
Stetson College of Law
1401 61st Street South
St. Petersburg, Florida 33706

David A. Straz, Jr.
4805 Swann Avenue
Tampa, Florida 33609

Alden Cockburn, M.D.
4700 N. Habana, Suite 500
Tampa, Florida 33614

Raul Otero, M.D.
Harborside Medical Tower
4 Columbia Drive, Suite 820
Tampa, Florida 33606

ARTICLE VII
DISSOLUTION AND LIQUIDATION

Upon the dissolution of the Corporation, the Corporation's assets shall be distributed to Florida Health Sciences Center, Inc. for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue 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.

ARTICLE VIII
AMENDMENT

The exclusive right to amend these Articles of Incorporation shall be vested in the sole member.

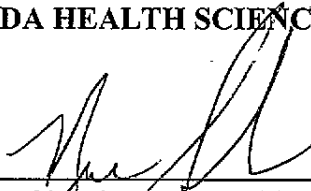
ARTICLE IX
MISCELLANEOUS

Section 1. The name of the initial registered agent of the Corporation is Buchanan Ingersoll Professional Corporation and the street address of the initial registered office of the Corporation is 401 East Jackson Street, Suite 2500, Tampa, Florida 33602.

Section 2. The name and address of the incorporator is Florida Health Sciences Center, Inc., 2 Columbia Drive, Davis Islands, Tampa, Florida 33606.

IN WITNESS WHEREOF, Florida Health Sciences Center, Inc. has caused these Articles of Incorporation to be duly executed by an authorized officer this 28th day of April, 1999.

**FLORIDA HEALTH SCIENCES CENTER,
INC.**

By: 
Bruce Siegel, M.D., President

ACCEPTANCE OF REGISTERED AGENT

Having been named Registered Agent to accept service of process for the above stated Corporation, at the place designated in these Articles, I hereby accept said appointment, and agree to comply with the provisions relating thereto contained in the Florida Not For Profit Corporation Act.

BUCHANAN INGERSOLL PROFESSIONAL
CORPORATION

By: James J. Kennedy, III April 28, 1999
James J. Kennedy, III, Esquire, (Date)
Authorized Agent

FILED
99 APR 29 PM 2:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA