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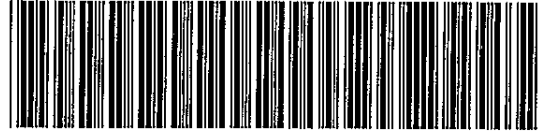
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J. Shivers MAY 27 2005

LEWIS W. FISHMAN
PROFESSIONAL ASSOCIATION
ATTORNEY AND COUNSELLOR AT LAW
TWO DATRAN CENTER - SUITE 1121
9130 SOUTH DADELAND BOULEVARD
MIAMI, FLORIDA 33156

LEWIS W. FISHMAN
BOARD CERTIFIED IN HEALTH LAW

TELEPHONE (305) 670-2100
FAX (305) 670-0793

VIA FEDERAL EXPRESS

May 25, 2005

Department of State
Division of Corporations
Corporate Filings
409 East Gaines Street
Tallahassee, Florida 32399

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DIVISION OF CORPORATIONS
05 MAY 25 AM 9:37

Re: Articles of Incorporation - Mercy Physician Group, Inc.

To Whom It Concerns:

Enclosed please find the Articles of Incorporation of Mercy Physician Group, Inc., a new corporation, for filing along with my check in the amount of \$78.75, to cover the cost of the filing fee, Registered Agent designation and certified copy.

If you find same in order, please proceed to file these new Articles 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.

Very truly yours,



Lewis W. Fishman

LWF/yma
Enclosures

ARTICLES OF INCORPORATION
OF
MERCY PHYSICIAN GROUP, INC.

ARTICLE I

NAME AND PRINCIPAL PLACE OF BUSINESS

The name of this Corporation is MERCY PHYSICIAN GROUP, INC. The principal place of business of the Corporation shall be located at 3663 South Miami Avenue, Miami, Florida 33133.

ARTICLE II

PERIOD OF EXISTENCE

This Corporation shall have a perpetual existence.

ARTICLE III

PURPOSES

This Corporation is organized as a corporation under the Florida Business Corporation Act. The purposes for which the Corporation is organized are to advance, promote and support Catholic Health East, a Pennsylvania nonprofit corporation ("CHE"), and its successors and Constituent Corporations, as well as the Catholic healthcare ministries and Catholic healthcare mission of the Sisters of St. Joseph of St. Augustine, Florida, a religious institute of the Roman Catholic Church or its canonical successor (the "Sponsoring Organization"), and to do any and all acts that are necessary, proper, useful, incidental or advantageous to the above-stated purposes in conformity with the ethical and moral teachings of the Roman Catholic Church, the traditions, spirit and charism of the Sponsoring Organization, and the Ethical and Religious Directives for Catholic Health Care Services as promulgated and amended from time to time by the United States Catholic Conference of Bishops. This Corporation shall operate under the philosophy and guidance of the Shareholder, as hereafter defined, without regard to race, creed, color, gender, age, national origin or ability to pay. Without limiting the generality of the foregoing, the specific purposes of the Corporation shall include the following:

- (a) To establish, develop and operate physician medical practices.
- (b) To promote the evidence based practice of medicine.

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- (c) To enhance the clinical capabilities of Mercy Hospital and the community.
- (d) To promote research and development.
- (e) To do and transact all such business necessary, incidental to or in any way connected with said purposes, or any of them.
- (f) To make gifts for scientific, charitable or educational purposes.
- (g) To do all such things and the transaction of such lawful business as is empowered to such corporation by the laws of the State of Florida.

ARTICLE IV

SOLE SHAREHOLDER

The sole Shareholder of the Corporation shall be Mercy Hospital, Inc., a Florida not-for-profit corporation (the "Shareholder"). The Shareholder and the Corporation both participate in the health care system of Catholic Health East, a Pennsylvania nonprofit corporation ("CHE"). Certain powers have been expressly reserved to the Shareholder in these Articles of Incorporation and the Bylaws of the Corporation. Action by the Corporation shall not be taken until the Shareholder, acting through its Board of Trustees, and, in some cases, CHE, acting through its Board of Directors, Executive Committee or authorized officers 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 Shareholder 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 Shareholder and CHE, as indicated:

- (a) As reserved to the Board of Trustees of the Shareholder:
 - (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 Key Bylaws Provisions (as defined in the Bylaws) of the Corporation, in whole or in part, 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 Directors of the Corporation, with or without cause.

- (v) Appoint and remove the Chairperson of this Corporation.
 - (vi) Approve the official interpretation of the philosophy and mission of the Corporation.
 - (vii) 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 Shareholder.
 - (viii) 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 Shareholder.
 - (ix) Approve Significant Financial Transactions (as defined in the Bylaws) and significant budget variances of the Corporation, and recommend the same to CHE for adoption and authorization.
 - (x) 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 (as defined in the Bylaws), 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 of 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 of 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 of 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 of such action as recommended.

- (c) As reserved to the Sponsoring Organization:

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

ARTICLE V

STOCK

The maximum number of shares that this Corporation is authorized to have outstanding at any one time is 1,000 shares, with a par value of One Dollar (\$1.00) per share. There shall be only one (1) class of stock, being common stock.

All authorized shares of par value stock shall be issued only for a consideration having a value in the judgment of the Board of Directors, at least equivalent to the full par value of the stock to be issued.

The Corporation is authorized to place restrictions upon any stock authorized or issued by the Corporation and to enter into agreements with stockholders concerning any stock authorized or issued by this Corporation as to the following:

- (1) The transferability or assignment of such stock;
- (2) The pre-emptive right of the Corporation or other stockholders to purchase such stock as a condition precedent to its issue, transfer or assignment;
- (3) The redemption or purchase of such stock by the Corporation; and
- (4) The sale, pledge and involuntary or voluntary transfer of such stock.

The Corporation and its stockholders may enter into any agreement imposing reasonable restraints upon the transfer, alienation or voting of the shares of stock in the Corporation. Such agreement(s) shall be stated or referred to upon the certificates of stock, and the Corporation will not, when properly notified, transfer on its books any shares of stock of the Corporation issued to and held by parties to such agreements until adequate proof of compliance with the agreement be furnished to the Corporation. The stock of this Corporation shall carry with it no pre-emptive rights.

ARTICLE VI

DIRECTORS

Subject to the reserved rights of the sole Shareholder 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 Directors which may exercise all such powers of the Corporation and do all such lawful acts and things as are not by law, these Articles of Incorporation or the Bylaws directed or required to be exercised or done by the Corporate Member. Directors 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 Directors of the Corporation shall be governed by the Bylaws of the Corporation.

ARTICLE VII

DISSOLUTION

Subject to any approvals described in these Articles of Incorporation or the Bylaws of the Corporation, upon the dissolution and final liquidation of the Corporation, all of its assets, after paying or making provision for payment of all its known debts, obligations and liabilities, as well as any claims, subventions or subvention-like rights of or owed to the Sponsoring Organization, and returning, transferring or conveying assets held by the Corporation conditional upon their return, transfer or conveyance upon dissolution of the Corporation, shall be distributed to the Shareholder of this Corporation or its successors.

ARTICLE VIII

INCORPORATOR

The name and address of the Incorporator is as follows:

Mercy Hospital, Inc.
3663 South Miami Avenue
Miami, Florida 33133

ARTICLE IX

AMENDMENT OF ARTICLES OF INCORPORATION

These Articles of Incorporation may be amended as provided in the Bylaws of the Corporation.

ARTICLE X

REGISTERED AGENT AND REGISTERED OFFICE

The name and business office in this State of the Corporation's Registered Agent is:

Lewis W. Fishman
Two Datan Center, Suite 1121
9130 S. Dadeland Boulevard
Miami, FL 33156

IN WITNESS WHEREOF, the undersigned, being the Secretary of Mercy Hospital, Inc., the Incorporator, has executed these Articles of Incorporation as of this 25th day of May, 2005.

MERCY HOSPITAL, INC.

By *Sr. Edith Gonzalez S.S.J.*
Sr. Edith Gonzalez, S.S.J., Secretary

STATE OF FLORIDA

COUNTY OF MIAMI-DADE

The foregoing instrument was acknowledged before me this 25 day of May, 2005, by Sr. Edith Gonzalez, S.S.J., Secretary of Mercy Hospital, Inc., a Florida not-for-profit corporation, on behalf of the corporation. She is personally known to me or has produced _____ as identification.



Patricia E. Rocha
My Commission DD206888
Expires April 29, 2007


[Signature]

Notary Public

PATRICIA ROCHA
Printed Name of Notary

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

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